
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 17, 2017

CARDINAL RESOURCES, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

0-54360
(Commission File Number)

47-1579622
(I.R.S. Employer Identification No.)

**201 Penn Center Blvd. Suite 401
Pittsburgh, PA 15235**
(Address of principal executive offices) (Zip Code)

(412) 374-0989
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

As previously reported, Cardinal Resources, Inc. (the "Company") has outstanding various convertible promissory notes. Two of these notes have matured, and are in default with outstanding principal, accrued interest and penalties in the amounts of \$ 533,776.39 including legal fees, regular interest and default interest ("Note 1") and \$9,900 ("Note 2"), respectively. Effective January 19, 2017, the Company reached a settlement with the holder of Note 1 to pay a total of \$250,000 in 21 equal monthly cash payments, the first of which was made on January 23, 2017. Effective January 17, 2017, the Company agreed with the holder of Note 2 to cancel a pending conversion to stock and pay off the outstanding amount owed in a single cash payment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cardinal Resources, Inc.

Date: February 3, 2017

By: /s/ Kevin Jones

Kevin Jones

Chief Executive Officer
