

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): September 5, 2018

QS Energy, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

0-29185
(Commission File Number)

52-2088326
(IRS Employer
Identification No.)

23902 FM 2978
Tomball, Texas
(Address of principal executive offices)

77375
(Zip Code)

Registrant's telephone number, including area code: (805) 845-3581

(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.08 Shareholder Director Nominations

(a) As previously reported, the Board has established November 9, 2018, as the date of the Registrant's 2018 Annual Meeting of Stockholders (the "2018 Annual Meeting") and September 10, 2018, as the record date for determining stockholders entitled to notice of, and to vote at, the 2018 Annual Meeting. Because the date of the 2018 Annual Meeting has been changed by more than 30 calendar days from the date of the 2017 Annual Meeting of Stockholders, stockholders of the Registrant who wish to nominate a person for election as a director must ensure that written notice of such nomination (including the Class of Director to which that individual is nominated) is received by the Registrant's Secretary at QS Energy Inc., 23902 FM 2978, Tomball, Texas 77375 on or before the close of business on September 18, 2017, which the Registrant has determined to be a reasonable time before it expects to begin to print and send its proxy materials. Any such nomination must also meet the requirements set forth in the rules and regulations of the Securities and Exchange Commission ("SEC") in order to be eligible for inclusion in the proxy materials for the 2018 Annual Meeting, including submission of notice of the nomination by Schedule 14N required pursuant to SEC Rule § 240.14a-18, promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act").

The September 18, 2018 deadline will also apply in determining whether notice of a stockholder proposal is timely for purposes of exercising discretionary voting authority with respect to proxies under Rule 14a-4(c) promulgated under the Exchange Act.

Also, if the stockholder does not also comply with the requirements of Rule 14a-4(c)(2) under the Exchange Act, the Registrant's proxies may exercise discretionary voting authority under proxies that the Registrant's Board of Directors solicits to vote in accordance with their best judgment on any such stockholder proposal or nomination. The Registrant encourages stockholders to seek advice from knowledgeable counsel before submitting a proposal or a nomination.

Item 8.01 Other Events

On September 5, 2018, Jason Lane, Chief Executive Officer and Chairman of the Board, issued a letter to stockholders of the Registrant. A copy of this letter to stockholders is attached hereto as Exhibit 99.1.

The information set forth in this Item 8.01 of this Current Report on Form 8-K, and the exhibit hereto, including without limitation the September 5, 2018 letter to stockholders, is not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing. This Current Report on Form 8-K (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Forward-Looking Statements

The Registrant cautions you that statements included in this Current Report on Form 8-K (including the exhibit hereto) that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negatives of these terms or other similar expressions. These statements are based on current expectations, estimates and projections about our business based in part on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those set forth our periodic reports filed with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the Registrant undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Item 9.01 (Financial Statements and Exhibits)

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	<u>Letter to Shareholders of QS Energy, Inc.</u>

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.

Date: September 5, 2018

QS ENERGY, INC.

By: /s/ Michael McMullen

Name: Michael McMullen

Title: CFO

QS ENERGY CEO JASON LANE ISSUES SHAREHOLDER UPDATE

HOUSTON, TX -- (Marketwired) – 9/5/18 -- QS Energy, Inc. (the "Company" or "QS Energy") (OTCQB: QSEP) is a developer of integrated technology solutions for the energy industry. The following is a shareholder update letter from Jason Lane, Chief Executive Officer and Chairman of the Board, QS Energy, Inc.

Dear Shareholders:

As confirmed in our Form 8-K filed with the SEC this morning, we will be holding our Annual Meeting of Shareholders on November 9, 2018. The meeting will be held at our headquarters in Tomball, Texas. We look forward to the meeting and updating you on Company status, latest developments in our technology and progress on our ongoing projects, as well as our outlook for 2019 and beyond. A brief update on some of our current projects is provided below. At our Shareholder's Meeting, we will also be holding the election of two Class I Directors of the Board. I am happy to announce that Dr. Eric Bunting and Mr. Thomas Bundros have indicated their desire to remain on the Board as Class I Directors and will be proposed for re-election at the Shareholders' meeting. Our Class II and Class III Directors, Gary Buchler, William Green, Don Dickson, Richard Munn, and I will remain on the Board.

Our Form 10-Q filed with the SEC on August 14, 2018 provided brief descriptions of our prospective projects in the United States, South America and Asia. I am most excited by our prospective project in the Southern United States. We crossed an important milestone on this project last week by reaching a general understanding of the project's scope, timeline and terms, relating to the installation and demonstration of our AOT equipment. Getting to this stage has been a long process, going back more than a year working with the operator's management and engineering staff to qualify our technology, select target installation sites, procure and test crude oil samples, develop an installation and operations timeline and reach a general understanding on the scope and terms of work to be detailed in final definitive documents. Now that we have a general understanding of terms, we have begun the process of preparing definitive documents and are targeting installation and operation late in the fourth quarter of this year. Crude oil samples provided by the pipeline operator for this project have been tested at Temple University, indicating AOT could significantly reduce viscosity of heavy crudes transported through this pipeline. Analysis of the pipeline configuration provided by the operator indicate the proposed location has excellent potential for demonstration and testing purposes. Initially, we intend to install this first midstream AOT for operations as a demonstration site utilizing equipment available in Company inventory, minimizing the cost to install and operate the demonstration project. We have sent an AOT out for hydrotesting in anticipation of installation in the next 60 to 90 days.

Although our primary focus has been devoted to the project described above, discussions continue with pipeline operators in the West Coast United States, South America and Asia.

A Company representative met with our prospective Asian customer last week. We learned at that meeting that our potential project there has been put on hold due to new management and budget constraints. Originally, we were targeting project installation in 2018. We hope to restart this project in 2019.

We also are in discussions with a West Coast operator, which runs a heavy crude gathering line that relies heavily on diluent to achieve required viscosity. This potential project could provide an excellent opportunity to demonstrate our AOT for upstream and trucking applications, targeting operations in late 2018 or early 2019.

We are also working with a number of prospective customers in South America, primarily focused on three pipeline operators in the Colombian market with operations in upstream, midstream, barge, and tanker truck applications. We have acquired our first crude oil sample, which is in transit to Temple University for testing. We are also in discussions with Colombia's Universidad de los Andes and a local independent hydrocarbon testing laboratory to accelerate our ability to test and operate in the Colombian Market.

Once again, we thank you for your support and patience in our efforts to commercialize our AOT technology, and we look forward to providing further updates at our Shareholders' meeting in November.

Sincerely,
Jason Lane
CEO, QS Energy, Inc.

For further information about QS Energy, Inc., visit www.QSEnergy.com, read our SEC filings at <http://ir.stockpr.com/qsenergy/all-sec-filings> and subscribe to Email Alerts at <http://ir.stockpr.com/qsenergy/email-alerts> to receive Company news and shareholder updates.

Safe Harbor Statement

Some of the statements in this release may constitute forward-looking statements under federal securities laws. Please visit the following link for our complete cautionary forward-looking statement: <http://www.qsenergy.com/site-info/disclaimer>

About Applied Oil Technology

QS Energy's patented Applied Oil Technology (AOT) is a solid-state turn-key system which uses a high volt / low amp electric field to reduce crude oil viscosity. AOT installs inline on crude oil pipelines, operates unattended without interrupting pipeline flow, with full remote monitoring and control. More information is available online at www.qsenergy.com/technology.

About QS Energy

QS Energy, Inc. (OTCQB: QSEP), develops and markets crude oil flow assurance technologies designed to deliver measurable performance improvements to pipeline operations in the midstream and upstream crude oil markets. More information is available at www.qsenergy.com.

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