



Item 1.01 Entry into a Material Definitive Agreement.

Entry into Settlement Agreement

On July 24, 2017, the Company entered into a settlement agreement with a consultant that had been retained by the Company in July 2016. The Company settled all of its obligations with the consultant and canceled the consulting agreement.

Under the settlement, the Company will pay the consultant \$20,000 in cash. In addition, the Company will issue a warrant to the consultant for 250,000,000 shares of common stock.

The warrant has a fixed exercise price of \$0.004 per common share and has a one year term.

The warrant may not be exercised if, after giving effect to the exercise, the holder would beneficially own in excess of 9.99%, at the election of the holder as of the Closing Date, of the outstanding shares of Common Stock.

Item 3.02 Unregistered Sales of Equity Securities.

All of the securities described in this Current Report on Form 8-K were or will be offered and sold in reliance upon exemptions from registration pursuant to 4(a)(2) under the Securities Act of 1933, as amended (“Securities Act”), and Rule 506 of Regulation D promulgated thereunder.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this report:

Exhibit Number	Description
10.1	Warrant dated July 24, 2017

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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.

ASCENT SOLAR  
TECHNOLOGIES,  
INC.

July  
27, By:  
2017

/s/ Victor  
Lee

Name:  
Victor Lee  
Title:  
Chief  
Executive  
Officer