

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): **December 4, 2012**

Car Charging Group, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

333-149784

(Commission File Number)

03-0608147

(IRS Employer Identification No.)

1691 Michigan Avenue, Sixth Floor

Miami Beach, Florida 33139

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(305) 521-0200**

N/A

(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 (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 (17CFR240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation of Bylaws; Change in Fiscal Year

On December 4, 2012, the Board of Directors of Car Charging Group, Inc. (the “Company”) approved an Amendment to the Certificate of Designation (the “Amendment”) of the Company’s Series A Convertible Preferred Stock (the “Preferred Stock”). The Amendment removed restrictions on converting the Preferred Stock, if the conversion would result in the shareholder beneficially owning more than 4.99% or 9.99% of the outstanding shares of the Company’s common stock. The Amendment was also approved by a majority of shareholders of the Preferred Stock.

The Company filed the Amendment with the State of Nevada on December 6, 2012.

The foregoing description of the Amendment does is qualified in its entirety by reference to the provisions of the Amendment to the Series A Certificate of Designation filed as Exhibit 3.1 to this Current Report on Form 8-K, which is incorporated by reference herein.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

Exhibit

Number	Description
3.1	Amendment to Series A Certificate of Designation

SIGNATURE

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.

Dated: December 31, 2012

Car Charging Group, Inc.

By: /s/ Michael D. Farkas

Michael D. Farkas
Chief Executive Officer






150301



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the office of	Document Number
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Ross Miller	Filing Date and Time
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**Amendment to
 Certificate of Designation
 After Issuance of Class or Series**
 (PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Certificate of Designation
For Nevada Profit Corporations
 (Pursuant to NRS 78.1955 - After Issuance of Class or Series)

1. Name of corporation:
 Car Charging Group, Inc.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series A Convertible Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value \$0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation (the "Original Certificate of Designation").

The Board of Directors of the Corporation and the Majority Shareholders of the Series A Convertible Preferred Stock wish to amend the Original Certificate of Designation. See Exhibit A attached hereto.

5. Effective date of filing:
 (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)



Signature of Officer

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS Amend Designation - After

R e . 6 . 0 v

EXHIBIT "A"

AMENDMENT NO. 1 TO
CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND RIGHTS OF
SERIES A CONVERTIBLE PREFERRED STOCK OF
CAR CHARGING GROUP, INC. (formerly, NEW IMAGE CONCEPTS, INC.)

Car Charging Group, Inc. (formerly, New Image Concepts, Inc.), a Nevada Corporation (the "**Corporation**"), **DOES HEREBY CERTIFY:**

Pursuant to authority expressly granted and vested in the Board of Directors of the Corporation by the provisions of the Corporation's Certificate of Incorporation, as amended, the Board of Directors adopted the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock on December 7, 2009 (i) authorizing a series of the Corporation's previously authorized 20,000,000 shares of preferred stock, par value \$0.001 per share, and (ii) providing for the designations, preferences and relative, participating, optional or other rights, and the qualifications, limitations or restrictions thereof, of 20,000,000 shares of Series A Convertible Preferred Stock of the Corporation (the "**Original Certificate of Designation**").

Recitals

WHEREAS, the Board of Directors of the Corporation and the Majority Shareholders of the Series A Convertible Preferred Stock wish to amend the Original Certificate of Designation.

Amendment

Section 1. Defined Terms. Unless otherwise indicated herein, all terms which are capitalized but are not otherwise defined herein shall have the meaning ascribed to them in the Original Certificate of Designation.

Section 2. Amendment to Original Certificate of Designation.

Section 4.1 "Conversion" of the Original Certificate of Designation is hereby amended and restated in its entirety as follows:

"At any time on or after the date of issuance, the holder of any such shares of Series A Preferred Stock may, at such holder's option, elect to convert (a "Conversion") all or any portion of the shares of Series A Preferred Stock held by such person into a number of fully paid and non-assessable shares of Common Stock on a 2.5:1 basis (the "Conversion Rate"). In the event of a liquidation, dissolution or winding up of the Company, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock. In the event of such a redemption or liquidation, dissolution or winding up, the Company shall provide to each holder of shares of Series A Preferred Stock notice of such redemption or liquidation, dissolution or winding up, which notice shall (i) be sent at least fifteen (15) days prior to the termination of the Conversion Rights (or, if the Company obtains lesser notice thereof, then as promptly as possible after the date that it has obtained notice thereof) and (ii) state the amount per share of Series A Preferred Stock that will be paid or distributed on such redemption or liquidation, dissolution or winding up, as the case may be."

Section 3. Ratifications; Inconsistent Provisions. Except as otherwise expressly provided herein, the Original Certificate of Designation, is, and shall continue to be, in full force and effect and is hereby ratified and confirmed in all respects. Notwithstanding the foregoing to the contrary, to the extent that there is any inconsistency between the provisions of the Original Agreement and this Amendment, the provisions of this Amendment shall control and be binding.

Section 4. Counterparts. This Amendment may be executed in any number of counterparts, all of which will constitute one and the same instrument and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party. Facsimile or other electronic transmission of any signed original document shall be deemed the same as delivery of an original.

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