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

FORM 8-K/A

Amendment No. 2

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 22, 2017

Avalanche International Corp.

(Exact Name of Registrant as Specified in Charter)

Nevada (State or other jurisdiction of incorporation)	333-179028 (Commission File Number)	38-3841757 (IRS Employer Identification No.)
5940 S. Rainbow Blvd., Las Vegas, NV (Address of principal executive offices)		89118 (Zip Code)

Registrant's telephone number, including area code: (888) 863-9490

(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.

Forward-Looking Statements

This Current Report on Form 8-K and other written and oral statements made from time to time by us may contain so-called “forward-looking statements,” all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “forecasts,” “projects,” “intends,” “estimates,” and other words of similar meaning. One can identify them by the fact that they do not relate strictly to historical or current facts. These statements are likely to address our growth strategy, financial results and product and development programs. One must carefully consider any such statement and should understand that many factors could cause actual results to differ from our forward-looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed and actual future results may vary materially.

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

As previously reported by Avalanche International Corp., a Nevada corporation (the “**Company**”) in a Current Report on Form 8-K filed with the Securities and Exchange Commission (“**SEC**”) on March 9, 2017 (the “**Initial 8-K**”), the Company entered into a Share Exchange Agreement on March 3, 2017 (the “**Agreement**”), with MTIX Limited, a company formed under the laws of England and Wales (the “**MTIX**”) and the three (3) shareholders of MTIX (the “**Sellers**” and together with the Company and MTIX, the “**Parties**”). The Agreement was amended by the Parties on July 13, 2017, pursuant to the Amendment to the Share Exchange Agreement (the “**Amendment**”), as previously reported in the Company’s Current Report on Form 8-K/A (Amendment No.1) filed with the SEC on July 17, 2017 (the “**Amended 8-K**”).

On August 21, 2017, the Parties entered into the Amendment No. 2 to the Share Exchange Agreement (“**Amendment No. 2**” and together with the Agreement and the Amendment, the “**Amended Agreement**”), which amended the Agreement to include: (i) extension of certain closing dates, (ii) Sellers’ indemnification for tax liability, whereby the Sellers shall be severally responsible for their own direct liabilities to taxes in relation to the securities they may receive pursuant to the Amended Agreement, and (iii) certain other matters.

Upon the terms and subject to the conditions set forth in the Amended Agreement, the Company completed the acquisition of MTIX from the Sellers on August 22, 2017 (the “**Closing**”), through the transfer of all issued and outstanding ordinary shares of MTIX by the Sellers to the Company. Pursuant to the Amended Agreement, the Company issued (a) to the Sellers, 7% secured convertible promissory notes (the “**Notes**”) in the aggregate principal face amount of \$9,500,000 in pro rata amounts commensurate with the Sellers’ current respective ownership percentages of MTIX’s ordinary shares, and (b) to Pravin Mistry, the principal shareholder of MTIX (the “**Majority Shareholder**”), 100,000 shares of the Company’s newly designated shares of Class B Convertible Preferred Stock (the “**Class B Shares**”).

Subject to the terms and conditions of the Amended Agreement, at Closing, the Company signed a term sheet with the Majority Shareholder describing the terms of a three year employment agreement with him providing for an initial salary of approximately \$160,000 per annum. In addition, the Company executed a letter memorializing the general terms of an additional Special Performance Bonus to the Majority Shareholder, pursuant to which the Majority Shareholder will receive a bonus of 5% of gross revenues generated by each unit ordered, or licensed from the Company, of the first 10 multi-laser surface enhancement technology systems.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 2, which is attached as **Exhibit 2.1** to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing does not purport to be a complete description of the Amended Agreement and is qualified in its entirety by reference to the full text of Amended Agreement. The Agreement and the Amendment were filed with the Initial 8-K and the Amended 8-K, respectively, and are incorporated herein by reference. Additional information about the Closing can be found in the press release issued by the Company on August 24, 2017, a copy of which is attached hereto as **Exhibit 99.1**.

Where You Can Find Additional Information

WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE INITIAL 8-K AND ANY OTHER RELEVANT DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION about the Company and MTIX. Investors and security holders are able to obtain these materials and other documents filed with the SEC free of charge at the Commission's website, www.sec.gov. Security holders may also read and copy any reports, statements and other information filed by the Company with the Commission, at the SEC public reference room at 100 F Street, N.E., Washington D.C. 20549. Please call the Commission at 1-800-SEC-0330 or visit the Commission's website for further information on its public reference room.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

The information set forth in Item 2.01 is incorporated by reference herein.

Pursuant to the Amended Agreement, on August 22, 2017, the Board of Directors of the Company (the "**Board**") appointed Pravin Mistry and Manuel Turchan to serve as members of the Board, effective August 22, 2017.

Pravin Mistry. Pravin Mistry is the Founder, President and CEO of MTIX. Since establishing the company in 2006, Mr. Mistry brought MLSE technology to the textile world, revolutionizing the creation of technical textiles. Mr. Mistry developed Multiplexed Laser Surface Enhancement, (MLSE®), as President of QQC, Inc. His discoveries revolutionized diamond synthesis technology, combining UV and infrared lasers to synthesize diamond coatings on metals, polymers and other substrates. Mr. Mistry's 23 previous years in the packaging industry culminated as Head of Advanced Engineering Materials for industry leader, CMB, where he developed and introduced advanced engineering ceramics and novel coatings for the packaging industry. Mr. Mistry's serial innovations and accomplishments have resulted in numerous worldwide patents for advanced materials, products and processes. We believe that as inventor of MLSE® and Mr. Mistry's 40+ year in patenting and commercializing industry changing intellectual property and material science technology give him the qualifications and skills to serve as one of our directors.

Manuel Turchan. Manuel Turchan attended Michigan State University and the University of Michigan. As the Chief Executive Officer of Turchan Technologies, a company grounded in technological innovation, Mr. Turchan acquired scores of patents including high speed dry machining, combination cutting tools and methods for laser synthesis of advanced materials. Mr. Turchan's patents have been licensed worldwide to companies such as General Motors, Visteon, Hewlett-Packard and numerous cutting tool manufacturers. Mr. Turchan has collaborated with MTIX's Chief Executive Officer Pravin Mistry on many advanced materials and methods innovations. We believe that Mr. Turchan's 50+ years of experience in cutting edge industrial manufacturing innovation, design, and licensing experience and know how give him the qualifications and skills to serve as one of our directors.

There are no arrangements or understandings between either Mr. Mistry or Mr. Turchan (in either case, the "**Appointee**") and/or any other persons pursuant to which the Appointee was appointed to the Board. Neither Appointee has any family relationship with any of the Company's directors or executive officers or any persons nominated or chosen by the Company to be a director or executive officer.

Other than as set forth herein, neither Appointee has a direct or indirect material interest in any transaction or proposed transaction required to be reported under Section 404(a) of Regulation S-K or Item 5.02(d) of Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

Exhibit No.	Description
2.1	<u>Amendment No. 2 to the Share Exchange Agreement by and among Avalanche International Corp., MTIX, Ltd. and the Sellers signatories thereto dated as of August 21, 2017.</u>
99.1	<u>Press Release dated August 24, 2017</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 thereunto duly authorized.

AVALANCHE INTERNATIONAL CORP.

Date: August 24, 2017

By: /s/ Philip E. Mansour
Philip E. Mansour
Chief Executive Officer

Amendment No. 2 to the Share Exchange Agreement

This Amendment No. 2 (the “**Amendment**”) to a certain Share Exchange Agreement dated March 3, 2017, as subsequently amended on July 13, 2017 (the “**SEA**”) is made and entered into this 21st day of August, 2017 by and among: Avalanche International Corp., a Nevada corporation (“**AIC**”); MTIX, Ltd., a company formed under the laws of England and Wales (“**MTIX**”); Pravin Mistry (the “**Majority Shareholder**”); those additional persons who have executed this Agreement on the signature pages hereof under the heading “Minority Shareholders” (collectively, the “**Minority Shareholders**” and with the Majority Shareholder, the “**MTIX Shareholders**.” AIC and the MTIX Shareholders are referred to herein individually as a “**Party**” and collectively as the “**Parties**.”

WHEREAS, the Parties wish to amend the SEA as follows:

NOW THEREFORE, the Parties desire to amend the SEA through this Amendment as set forth below:

1. **Closing and Effective Time**. Section 1.6(a) of the SEA is hereby amended to read in its entirety as follows:

“The Closing of the Transfer of MTIX Shares and the issuance by AIC of the Notes (the “**Closing**”) shall take place at the offices of Sichenzia Ross Ference Kesner LLP not later than five days after all of the conditions to closing specified in this Agreement (other than those conditions requiring the execution or delivery of a Document or the taking of some action at the Closing) have been fulfilled or waived by the Party entitled to waive that condition; provided, however, that (a) the Parties shall use their best efforts to effect the Closing by August 21, 2017, and (b) the Closing may take place by facsimile or other means as may be mutually agreed upon in advance by the Parties. The date on which the Closing is held is referred to in this Agreement as the “**Closing Date**.””

2. **Indemnification**. A new Section 6.3 is hereby added to the SEA immediately following Section 6.2 thereof, which new Section 6.3 reads as follows:

“**6.3 MTIX Shareholders’ Indemnification for Tax Liability**. The MTIX Shareholders (and not AIC or MTIX) shall be severally responsible for their own direct Liabilities to Taxes in relation to the Exchange Securities and any other securities they may receive (either upon Closing or in future) in relation to the transaction effected by this Agreement or in connection with their employment by MTIX or AIC or any of their respective Affiliates save that the MTIX shareholders shall not be responsible for the stamp duty arising as a result of the transaction effected by this Agreement which shall be paid by AIC.

3. **Termination**. Section 7.1(b) of the SEA is hereby amended to read in its entirety as follows:

“AIC may terminate this Agreement by giving written notice to the MTIX Shareholders at any time prior to the Closing (i) if any of the MTIX Shareholders has breached any material representation, warranty, or covenant contained in this Agreement, AIC has notified the MTIX Shareholders in writing of the breach, and the breach has continued without cure for a period of 15 days after the notice of breach or (ii) if the Closing shall not have occurred on or before August 24, 2017 (the “**Outside Closing Date**”), unless the failure results primarily from AIC breaching any material representation, warranty, or covenant on its or his part to be observed or performed that is contained in this Agreement.”

4. **Interpretation**. All other provisions of the SEA shall be construed and implemented in a manner consistent with the terms and conditions contained in this Amendment as may be necessary or desirable to properly give effect to the Exchange described herein. Except as otherwise expressly provided in this Amendment, all of the other terms and Conditions of the SEA remain unchanged and in full force and effect.

5. **Defined Terms**. Capitalized terms not otherwise defined in this Amendment, have the meanings ascribed to them in the SEA.

6. **No Other Amendments**. Except as amended hereby, the SEA shall remain unmodified and is hereby ratified in all respects.

7. **Counterparts**. This Amendment may be executed and delivered (including by facsimile transmission) in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed and delivered shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed as of the date first written above.

AVALANCHE INTERNATIONAL, INC.

By: /s/ Philip Mansour
Name: Philip Mansour
Title: Chief Executive Officer

MTIX, LTD.

By: /s/ Pravin Mistry
Name: Pravin Mistry
Title: Chief Executive Officer

MAJORITY SHAREHOLDER

By: /s/ Pravin Mistry
Name: Pravin Mistry
Title: an Individual

MINORITY SHAREHOLDERS

By: /s/ Paul Johnson
Name: Paul Johnson
Title: an Individual

By: /s/ Daniel Johnson
Name: Daniel Johnson
Title: an Individual

SOURCE: Avalanche International Corp

AVALANCHE
INTERNATIONAL CORPORATION



mlse[®]

August 24, 2017 06:00 ET

Avalanche International Corp Purchases Owner of Disruptive MLSE[®] Textile Technology

Company Concludes Stock Acquisition of MTIX, Ltd., Files for Name Change to MTIX International, Inc.

LAS VEGAS, NV--(Marketwired - August 24, 2017) - Avalanche International, Corp (OTC: [AVLP](#)) announced today that it has concluded its purchase of MTIX, Ltd. through a stock exchange agreement ("Exchange"). MTIX, Ltd., is the owner and worldwide licensor of the Multiplexed Laser Surface Enhancement (MLSE[®]), a proprietary and unique technology that can treat both natural and synthetic textiles for a wide variety of functionalities.

The MLSE[®] textile technology is very diverse in its depth and breadth of treatments across the textile industry with its uses ranging from fabric preparation, dyeability and printing enhancements, hydrophilicity, hydrophobicity to fire retardancy and anti-microbial properties. The use of water, harmful chemicals and energy are significantly reduced in comparison to conventional textile treatment methods. The MLSE[®] process is instantaneous in the reaction zone, due to rapid reaction synthesis for any required functional properties. The combination of plasma and photonic energy enables material synthesis in and/or on the surface of a substrate. The MLSE[®] process has been developed working with major textile manufacturers in the UK, Europe and international customers and working with real time processes for these performance enhancements.

The transaction, was previously announced through its 8-K report dated March 3, 2017 as filed on March 9, 2017 and amended on July 13, 2017 as filed on July 17, 2017. The Company stated that in conjunction with this recent transaction, it has filed for a name and symbol change with FINRA with approval pending. The Company reminds shareholders and investors that its financials are not current and is working as quickly as possible with its auditors towards having all its public filings current soon. The Company recommends any investors to read its 8-K and other public reports and financials filed with the Securities and Exchange Commission for further information. All public filings, financials and other information are available on the Company's web site as well as on <http://www.sec.gov>, www.OTCMarkets.com and many other financial news reporting web sites and portals. The Company's web domain is www.AvalancheInternationalCorp.com.

About Avalanche International Corp.

Avalanche International, Corp is a Nevada corporation and holding company, publicly traded on the OTC Markets platform. The Company is focused on creating superior long-term returns for shareholders through a unique structure of diversified holdings and currently has two operational wholly-owned subsidiaries, Restaurant Capital Group, LLC and MTIX, Ltd. The Company has selected a mergers and acquisitions strategy as its primary growth driver for the foreseeable future leveraging the Wall Street and activist background of its Chairman along with the vast corporate integration and management talents of its President and CEO.

About MTIX, Ltd.

MTIX Ltd is an advanced materials and processing technology company located in Huddersfield, West Yorkshire, UK. The company has developed a novel cost effective and environmentally friendly material synthesis technology for textile applications, Multiplexed Laser Surface Enhancement (MLSE®). MLSE® is a proprietary and unique technology that has the ability to treat both natural and synthetic textiles for a wide variety of functionalities. These include dyeability and printing enhancements, hydrophilicity, hydrophobicity, fire retardancy and anti-microbial properties. The use of water, harmful chemicals and energy is significantly reduced in comparison to conventional textile treatment methods. The MLSE® process is instantaneous in the reaction zone, due to rapid reaction synthesis for any required functional properties. For more information, visit their URL, <http://mti-x.com>.

Forward-looking & Safe Harbor Statement

Certain statements in this news release may contain forward-looking information within the meaning of Rule 175 under the Securities Act of 1933 and Rule 3b-6 under the Securities Exchange Act of 1934, and those statements are subject to the safe harbor created by those rules. All statements, other than statements of fact, included in this release, including, without limitation, statements regarding potential plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company cautions that these forward-looking statements are further qualified by other factors. The Company undertakes no obligation to publicly update or revise any statements in this release, whether as a result of new information, future events or otherwise.

Company Website: www.AvalancheInternationalCorp.com

Subsidiary Websites: <http://mti-x.com>; www.RestaurantCapitalGroup.net

Embedded Video Available: <https://www.youtube.com/watch?v=st3ws0iq0O0&feature=youtu.be>

CONTACT INFORMATION

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