

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) **June 23, 2021**

MIDWEST ENERGY EMISSIONS CORP.

(Exact name of registrant as specified in its charter)

Commission file number **000-33067**

Delaware

(State or other jurisdiction of incorporation)

87-0398271

(I.R.S. Employer Identification No.)

1810 Jester Drive
Corsicana, Texas

(Address of principal executive offices)

75109

(Zip Code)

Registrant's telephone number, including area code: **(614) 505-6115**

None
(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 (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))

Securities registered pursuant to Section 12(b) of the Act: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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 3.02 Unregistered Sales of Equity Securities.

From June 18, 2019 to October 23, 2019, Midwest Energy Emissions Corp. (the “Company”) sold and issued 12.0% Unsecured Convertible Promissory Notes (the “2019 Notes”) in the aggregate principal amount of \$2,600,000 together with warrants to certain accredited investors. The 2019 Notes bear interest at 12.0% per annum and are convertible at the option of the holder into one share of common stock of the Company with an initial conversion ratio equal to \$0.50 per share. Prior to the conversions described below, there were 2019 Notes outstanding in the aggregate principal amount of \$2,550,000.

Pursuant to a letter dated June 14, 2021, the Company offered each of the holders of the 2019 Notes the opportunity to voluntarily convert the outstanding principal into shares of common stock at conversion ratio of \$0.50 per share and, if converted prior to June 30, 2021, still be paid interest through September 30, 2021. With such offer, all accrued and unpaid interest, and additional interest through September 30, 2021, would be paid in shares of common stock at a rate of \$1.00 per share, in lieu of payment in cash.

As a result thereof, and between June 17, 2021 and June 23, 2021, (i) the outstanding principal totaling \$2,550,000 was voluntarily converted by the holders thereof into an aggregate of 5,100,000 shares of common stock of the Company at a conversion price of \$0.50 per share, and (ii) all accrued and unpaid interest thereon, together with additional interest through September 30, 2021, which together totals \$229,500, was converted into an aggregate of 229,500 shares of common stock of the Company.

As a result of the conversions described herein, the number of shares of common stock outstanding increased from 83,791,451, as last reported in the Company’s previously filed Form 10-Q for the period ended March 31, 2021, to 89,120,951 shares of common stock outstanding as of the date of this report.

The foregoing securities were issued in reliance upon the exemption from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, and under Section 3(a)(9) thereof.

Item 8.01 Other Events.

On June 28, 2021, the Company issued a press release announcing the conversion of the 2019 Notes into shares of common stock. A copy of the press release is included as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

Exhibit

Number Description

[99.1*](#) [Press release dated June 28, 2021](#)

* Filed herewith.

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.

Midwest Energy Emissions Corp.

Date: June 28, 2021

By: /s/ David M. Kaye

David M. Kaye
Secretary



ME₂C Environmental Eliminates \$2.6M of Convertible Debt

Noteholder Conversion Significantly Improves Debt Profile & Stockholders' Equity

CORSICANA, TX, June 28, 2021 --Midwest Energy Emissions Corp. (OTCQB: MEEC) ("ME₂C Environmental" or the "Company"), a leading environmental technologies firm, today announced that all holders of the Company's outstanding 2019 Convertible Promissory Notes have agreed to convert their Notes into ME₂C Environmental shares.

The Company indicated that between June 17 and June 23, 2021, a total of \$2,550,000 outstanding principal, together with interest, has been voluntarily converted into shares of the Company's common stock. The Convertible Notes were issued in 2019 in the aggregate principal amount of \$2,600,000. Previously, \$50,000 of the principal was converted, leaving \$2,550,000 outstanding until the conversion being announced today.

"Earlier this year, the Company announced conversions related to two other rounds of debt, one in 2013 and the other in 2018. The conversion of these 2019 notes represents the last major tranche of convertible debt that significantly improves our balance sheet and is a key step in moving toward listing onto a major exchange," stated Richard MacPherson, Chief Executive Officer of ME₂C Environmental.

"With recent announcements related to progress in our litigation efforts and the ongoing development of other environmental technologies, including rare earth element (REE) extraction technologies that we are pursuing alongside Dr. Scott A. Drummond, we expect to continue to gain traction on various corporate initiatives as we work to develop viable solutions for crucial environmental concerns. We believe the latter half of 2021 will be equally significant to the growth of our company across multiple fronts and improving the firm's enterprise value," concluded MacPherson.

The foregoing is qualified in its entirety by a more complete discussion of the conversion of the 2019 Convertible Notes, which will be set forth in a Form 8-K to be filed by the Company.

About ME₂C Environmental (ME₂C®)

ME₂C Environmental (OTCQB: MEEC), is a leading environmental technologies company developing and delivering patented and proprietary solutions to the global power industry. ME₂C Environmental's leading-edge services have been shown to achieve emissions removal at a significantly lower cost and with less operational impact than currently used methods, while maintaining and/or increasing power plant output and preserving the marketability of byproducts for beneficial use. ME₂C Environmental is a trade name of Midwest Energy Emissions Corp. For more information, please visit www.me2cenvironmental.com.

Safe Harbor Statement

With the exception of historical information contained in this press release, content herein may contain “forward-looking statements” that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identified by using words such as “anticipate,” “believe,” “plan,” “expect,” “intend,” “will,” and similar expressions, but these words are not the exclusive means of identifying forward-looking statements. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Investors are cautioned that forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from the statements made. Matters that may cause actual results to differ materially from those in the forward-looking statements include, among other factors, the gain or loss of a major customer, change in environmental regulations, disruption in supply of materials, capacity factor fluctuations of power plant operations and power demands, a significant change in general economic conditions in any of the regions where our customer utilities might experience significant changes in electric demand, a significant disruption in the supply of coal to our customer units, the loss of key management personnel, availability of capital and any major litigation regarding ME₂C Environmental. In addition, this release contains time-sensitive information that reflects management’s best analysis only as of the date of this release. ME₂C Environmental does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release. Further information concerning issues that could materially affect financial performance related to forward-looking statements contained in this release can be found in ME₂C Environmental’s periodic filings with the Securities and Exchange Commission.

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