

**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): May 24, 2013

ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation)

000-30392
(Commission File Number)

13-4172059
(IRS Employer Identification No.)

200 Progress Drive
Montgomeryville, PA 18936
(Address of principal executive offices)

Registrant's telephone number, including area code: (905) 695-4142 and (215) 699-0730

Not applicable.
(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))
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Item 3.03 Material Modifications to Rights of Securities Holders.

The information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 24, 2013 (the “Effective Date”), Environmental Solutions Worldwide, Inc. (the “Company”) effected a reverse stock split of the Company’s common stock, par value \$0.001 per share (“Common Stock”), at an exchange ratio of 1-for-2,000 shares of the Company’s outstanding Common Stock (the “Reverse Stock Split”), through an amendment to its Articles of Incorporation. The amendment did not change the number of authorized shares, or the par value, of the Common Stock.

As a result of the Reverse Stock Split, a “D” was appended to the Company’s stock symbol at the opening of business on May 24, 2013. The Company’s trading symbol will be “ESWWD” for 20 business days from such date, after which it will revert to “ESWW.”

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock will receive a cash payment in lieu thereof based upon a price per pre-split share of Common Stock (the “Fractional Share Price”) equal to the higher of (i) the average daily closing price per share of our Common Stock on the OTCQB for the twenty (20) trading days immediately before and including the Effective Date and (ii) \$0.04. As a result of the application of this formula, the Fractional Share Price will be \$0.04 per pre-split share. The new CUSIP number for the Common Stock following the Reverse Stock Split is 29408K201.

As previously disclosed, the shareholders of the Company approved the Reverse Stock Split by written consent on March 20, 2013. For further information regarding the Reverse Stock Split, please refer to the Company’s Definitive Proxy Statement on Schedule 14A dated February 28, 2013, as filed with the Securities and Exchange Commission.

The Articles of Amendment to the Articles of Incorporation of the Company are attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No .</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation of Environmental Solutions Worldwide, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.
(Registrant)

Date: May 24, 2013

By: /s/ Praveen Nair

Praveen Nair

Chief Financial Officer

(On behalf of the Registrant and as its principal financial officer)

STATE OF FLORIDA
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL SOLUTIONS WORLDWIDE, INC.

Environmental Solutions Worldwide, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") thereof, hereby certifies:

First: Article IV of the Articles of Incorporation is hereby amended by adding the following paragraph to the end thereof:

Upon the filing and effectiveness pursuant to the FBCA of the articles of amendment adding this paragraph to Article IV of the Articles of Incorporation, as amended (the "Reverse Stock Split Effective Time"), each two thousand (2000) shares of common stock, par value \$0.001 per share, of the Corporation ("Common Stock") issued and outstanding immediately prior to the Reverse Stock Split Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that in lieu of issuing any such fractional shares, the Corporation shall pay cash equal to the number of shares of Common Stock held by any such holder immediately prior to the Reverse Stock Split that were not combined into whole shares of Common Stock upon consummation of the Reverse Stock Split, multiplied by the fair market value of one pre-Reverse Stock Split share (equal to the higher of (i) the average daily closing price per share of the Common Stock on the OTCQB for the twenty (20) trading days immediately before and including the effective date of the Reverse Stock Split and (ii) \$0.04). Each certificate that immediately prior to the Reverse Stock Split Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

Second: The only voting group entitled to vote on the amendments contained in these Articles of Amendment was the holders of shares of Corporation's Common Stock. The number of vote cast for the amendments above by the shareholders was sufficient for their approval.

Third: These Articles of Amendment were duly adopted by the shareholders of the Corporation on March 20, 2013.

Fourth: These Articles of Amendment shall be effective on May 24, 2013.

IN WITNESS WHEREOF , the Corporation has caused Articles of Amendment to the Articles of Incorporation of the Corporation to be signed by the undersigned, Mark Yung, an authorized officer, and the undersigned has executed these Articles of Amendment and affirms the foregoing as true and under penalty of perjury this 10th day of May, 2013.

By: /s/ Mark Yung
Mark Yung, Executive Chairman