
**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): January 8, 2016

DIFFUSION PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-24477
(Commission File
Number)

30-0645032
(I.R.S. Employer
Identification No.)

**2020 Avon Court, #4
Charlottesville, Virginia**
(Address of principal executive offices)

22902
(Zip Code)

(434) 220-0718
(Registrant's telephone number, including area code)

RestorGenex Corporation
(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))
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Item 5.03 – Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 8, 2016, Diffusion Pharmaceuticals Inc. (formerly known as RestorGenex Corporation) (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Charter Amendment”) with the Secretary of State of the State of Delaware, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference. The Charter Amendment amended the Company’s Certificate of Incorporation to effect a change of the Company’s corporate name from “RestorGenex Corporation” to “Diffusion Pharmaceuticals Inc.” (the “Name Change”). The Name Change was approved by the Company’s board of directors on January 8, 2016.

In connection with the Name Change, the Company also amended its bylaws (the “Bylaws Amendment”) to reflect the new corporate name. A copy of the Bylaws Amendment is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 8.01 – Other Events

In connection with the Name Change, the new CUSIP number for the Company’s common stock is 253748 107.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment of the Certificate of Incorporation of Diffusion Pharmaceuticals Inc. (f/k/a RestorGenex Corporation), as filed with the Secretary of State of the State of Delaware on January 8, 2016.
3.2	Certificate of Amendment to Bylaws of Diffusion Pharmaceuticals Inc. (f/k/a RestorGenex Corporation), dated January 8, 2016.

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.

Dated: January 14, 2016

DIFFUSION PHARMACEUTICALS INC.

By: /s/ David G. Kalergis

Name: David G. Kalergis

Title: Chief Executive Officer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RESTORGENEX CORPORATION", CHANGING ITS NAME FROM "RESTORGENEX CORPORATION" TO "DIFFUSION PHARMACEUTICALS INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2016, AT 4:18 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5768394 8100
SR# 20160128775

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201652976
Date: 01-11-16

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF
INCORPORATION
OF
RESTORGENEX CORPORATION

RestorGenex Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That, at a meeting of the Board of Directors of the Corporation on January 8, 2016, the following resolutions were duly adopted, declaring advisable and approving the following amendment to the Certificate of Incorporation of the Corporation:

WHEREAS, Sections 242(a)(1) and 242(b)(1) of the General Corporation Law of the State of Delaware provide that the board of directors of a corporation may amend its certificate of incorporation after receipt of payment for its capital stock to change its corporate name without submitting such amendment to a vote of its stockholders; and

WHEREAS, the Board declares it advisable and in the best interest of the Corporation and its stockholders to amend the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") to change the name of the Corporation from "RestorGenex Corporation" to "Diffusion Pharmaceuticals Inc." (the "Name Change").

NOW, THEREFORE, BE IT

RESOLVED, that Article I (Name) of the Certificate of Incorporation is hereby deleted and replaced in its entirety with the following: "The name of the corporation is Diffusion Pharmaceuticals Inc. (the "Corporation")," and be it further

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed to file a Certificate of Amendment (the "Certificate of Amendment") to the Certificate of Incorporation with the Secretary of State of the State of Delaware, and to take all other actions necessary or appropriate, to effect the Name Change.

Second: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242(a)(1) and 242(b)(1) of the General Corporation Law of the State of Delaware without a meeting or vote of the Corporation's stockholders.

Third: That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the 8th day of January, 2016.

RESTORGENEX CORPORATION

By: /s/ David G. Kalergis

Name: David G. Kalergis

Title: Chief Executive Officer

**Certificate of Amendment
of the Bylaws (as amended) of
Diffusion Pharmaceuticals Inc.**

I, Ben L. Shealy, in my capacity as Secretary of Diffusion Pharmaceuticals Inc. (f/k/a RestorGenex Corporation), a Delaware corporation (the "Company"), certify that on January 8, 2016, the Board of Directors of the Company adopted a resolution approving an amendment to the Bylaws of the Company (the "Bylaws") as provided below, pursuant to Section 12.1 of the Bylaws.

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Defined Terms. Unless otherwise indicated, capitalized terms shall have the meanings ascribed to them in the Bylaws.
2. Amendments to Bylaws
 - (a) The Bylaws shall be amended in their entirety by replacing all references to "RestorGenex Corporation" with the phrase "Diffusion Pharmaceuticals Inc."
3. Except as expressly amended hereby, the Bylaws remain in full force and effect.

Dated: January 8, 2016

By: /s/ Ben L. Shealy

Name: Ben L. Shealy

Title: Senior Vice President, Finance,

Treasurer and Secretary