

Andalay Solar, Inc.  
Form 8-K  
January 23, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 23, 2014

ANDALAY SOLAR, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-33695  
(Commission File No.)

90-0181035  
(I.R.S. Employer Identification No.)

2071 Ringwood Avenue, Unit C  
San Jose, CA 95131  
(Address of principal executive offices)

(408) 402-9400  
Registrant's telephone number, including area code:

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

Ms. Randazzo will be resigning as Chief Executive Officer and Chief Financial Officer of the Company effective June 30, 2014. Ms. Randazzo has accepted the role of Chief Financial Officer of Hillbrook School, an independent accredited coeducational school in Los Gatos, California, effective July 1, 2014. The Board of Directors of the Company is currently conducting a search for a successor Chief Executive Officer and Chief Financial Officer. Ms. Randazzo will remain at the Company to provide transitional assistance through the end of June 2014 and will remain on the Board of Directors. Andalay Solar is grateful for Ms. Randazzo's contributions to the company over the past five years.

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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.

Date: January 23, 2014

ANDALAY SOLAR, INC.

By: /s/ Margaret R. Randazzo  
Margaret R. Randazzo  
Chief Executive Officer