

---

---

**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): April 8, 2019

**MOTUS GI HOLDINGS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction  
of incorporation)*

**001-38389**  
*(Commission  
File Number)*

**81-4042793**  
*(IRS Employer  
Identification No.)*

**1301 East Broward Boulevard, 3rd Floor**  
**Ft. Lauderdale, FL**  
*(Address of principal executive offices)*

**33301**  
*(Zip Code)*

Registrant's telephone number, including area code: **(954) 541-8000**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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 1.02. Termination of Material Definitive Agreement.**

On April 8, 2019, Motus GI Holdings, Inc. (the “Company”) provided notice of its termination of the Equity Distribution Agreement, dated as of March 26, 2019 (the “Equity Distribution Agreement”), by and between the Company and Piper Jaffray & Co. (“Piper Jaffray”). The termination of the Equity Distribution Agreement was effective on April 8, 2019. As previously reported, pursuant to the terms of the Equity Distribution Agreement, the Company could offer and sell shares of its common stock, par value \$0.0001 per share (the “Common Stock”), having an aggregate offering price of up to \$25.0 million from time to time through Piper Jaffray. The Company is not subject to any termination penalties related to the termination of the Equity Distribution Agreement. Prior to termination, the Company had not sold any shares of its Common Stock pursuant to the Equity Distribution Agreement.

---

**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.

**MOTUS GI HOLDINGS, INC.**

Dated: April 12, 2019

By: /s/ Timothy P. Moran  
Name: Timothy P. Moran  
Title: Chief Executive Officer

---