

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): August 13, 2020

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchanged on Which Registered
Common Stock, \$0.0001 par value per share	MOTS	The Nasdaq Capital Market

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

As described under Proposal 3 of Item 5.07 of this report, on August 13, 2020, the stockholders of Motus GI Holdings, Inc. (the “Company”) voted at the Company’s annual meeting of stockholders (the “Annual Meeting”) to approve an amendment (the “2020 Amendment”) to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan and 2016 Israeli Sub-Plan to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan (the “2016 Plan”), to increase the maximum number of shares of common stock of the Company available for grants of “Incentive Stock Options” (as defined under the 2016 Plan) thereunder from 2,000,000 to 5,656,324 (which is the current maximum number of shares of common stock available under the 2016 Plan, excluding shares of common stock that have previously been issued pursuant to the 2016 Plan or that are the subject of outstanding awards under the 2016 Plan), and to provide for such number to increase on each January 1 thereafter commensurate with any increase in the total number of shares of common stock authorized to be issued under the 2016 Plan, provided that the number of shares of common stock of the Company available for issuance in respect of Incentive Stock Options shall not exceed 10,000,000.

The foregoing summary of the 2020 Amendment does not purport to be complete and is qualified in its entirety by reference to the 2020 Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.02. The material terms of the 2016 Plan and the 2020 Amendment are detailed in the Company’s definitive proxy statement on Schedule 14A for the Annual Meeting, which was filed with the Securities and Exchange Commission (the “SEC”) on July 2, 2020.

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

As described under Proposal 4 of Item 5.07 of this report, on August 13, 2020, the stockholders of the Company voted at the Annual Meeting to approve an amendment to the Company’s Certificate of Incorporation, as amended, to increase the Company’s authorized shares of common stock from 50,000,000 to 115,000,000 (the “Certificate Amendment”). The Certificate Amendment was filed with the Secretary of State of Delaware on August 13, 2020.

The foregoing summary of the Certificate Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 5.03. The material terms of the Certificate Amendment are detailed in the Company’s definitive proxy statement on Schedule 14A for the Annual Meeting, which was filed with the SEC on July 2, 2020.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 13, 2020, the Company held its Annual Meeting of Stockholders. The matters voted on at the Annual Meeting were: (1) the election of directors; (2) the ratification of the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2019; (3) the approval of the 2020 Amendment; and (4) the approval of the Certificate Amendment. The final voting results were as follows:

1. The election of each of Timothy P. Moran, Mark Pomeranz, David Hochman, Darren Sherman, Samuel Nussbaum, Shervin Korangy and Gary J. Pruden as directors to hold office for a term of one year, until his successor is duly elected and qualified or he is otherwise unable to complete his term.

The votes were cast for this matter as follows:

Nominees	Votes For	Votes Withheld	Broker Non-Votes
Timothy P. Moran	11,670,314	64,709	8,210,307
Mark Pomeranz	11,642,431	92,592	8,210,307
David Hochman	7,768,905	3,966,118	8,210,307
Darren Sherman	11,504,681	230,342	8,210,307
Samuel Nussbaum	11,442,426	292,597	8,210,307
Shervin Korangy	11,568,503	166,520	8,210,307
Gary J. Pruden	11,471,082	263,941	8,210,307

2. The proposal to ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2020 was approved based upon the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,597,682	83,058	264,590	0

3. The proposal to approve an amendment to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan and 2016 Israeli Sub-Plan to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan, which increases the number of shares that may be issued pursuant to incentive stock options thereunder, was approved based upon the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
10,452,638	1,247,137	35,248	8,210,307

4. The proposal to approve an amendment to the Company's certificate of incorporation, as amended, to increase the Company's authorized shares of common stock from 50,000,000 to 115,000,000 was approved based upon the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,977,039	1,915,198	53,093	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this report:

Exhibit No.	Description
3.1	Certificate of Amendment of the Certificate of Incorporation, dated August 13, 2020.
10.1	Amendment to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan, dated February 6, 2020.

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.

Dated: August 14, 2020

MOTUS GI HOLDINGS, INC.

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

Delaware

The First State

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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 "MOTUS GI HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 2020, AT 6:20 O`CLOCK P.M.



6157840 8100
SR# 20206740781

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

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 in a small font.

Authentication: 203466835
Date: 08-13-20

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:20 PM 08/13/2020
FILED 06:20 PM 08/13/2020
SR 20206740781 - File Number 6157840

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
MOTUS GI HOLDINGS, INC.
A Delaware Corporation**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Motus GI Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Motus GI Holdings, Inc. The Corporation was incorporated by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware on September 20, 2016 under the name Eight-Ten Merger Corp. (the "**Certificate of Incorporation**").
2. The Certificate of Incorporation of the Corporation is hereby amended to increase the authorized shares of the Corporation's common stock by deleting the first paragraph under Section A of Article V, and replacing such paragraph with the following:
"The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred and Twenty Five Million (125,000,000), of which (i) One Hundred and Fifteen Million (115,000,000) shares shall be a class designated as common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) Ten Million Shares (10,000,000) shares shall be a class designated as preferred stock, par value \$0.0001 per share (the "Preferred Stock")."
3. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.
5. This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby shall be effective immediately upon filing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer on this 13th day of August, 2020.

MOTUS GI HOLDINGS, INC.

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



AMENDMENT TO THE MOTUS GI HOLDINGS, INC.
2016 EQUITY INCENTIVE PLAN

Dated: February 6, 2020

WHEREAS, the Board of Directors of Motus GI Holdings, Inc. (the "Company") heretofore established the Motus GI Holdings, Inc. 2016 Equity Incentive Plan (the "Plan"); and

WHEREAS, the Board of Directors desires to amend the Plan to increase the maximum number of shares of common stock of the Corporation available for grants of "Incentive Stock Options" (as defined under the Plan) thereunder from 2,000,000 to 5,656,324 (which is the current maximum number of shares of common stock available under the Plan, excluding shares of common stock that have previously been issued pursuant to the Plan or that are the subject of outstanding awards under the Plan), and to provide for such number to increase on each January 1 thereafter commensurate with any increase in the total number of shares of Common Stock authorized to be issued under the Plan, provided that the number of shares of common stock of the Corporation available for issuance in respect of Incentive Stock Options shall not exceed 10,000,000; and

WHEREAS, Section 18.3 of the Plan authorizes the Board of Directors to amend the Plan, subject to stockholder approval to the extent that such approval is required by applicable law;

NOW, THEREFORE, subject to approval of the Company's stockholders, effective the date of such approval, the Plan is hereby amended as follows:

Section 4.1(d) is hereby added to the Plan, to read as follows:

"(d) Notwithstanding anything contained in the Plan to the contrary, subject to stockholder approval, the number of shares of Common Stock available for issuance in respect of Incentive Stock Options is 5,656,324 (the "ISO Limit"); *provided, however*, that on each January 1 thereafter until the Expiration Date, the ISO Limit shall be increased by a number of shares of Common Stock equal to any increase in the total number of shares of Common Stock authorized to be issued under the Plan pursuant to Section 4.1(b) hereof, *provided, further*, that in no event shall the ISO Limit exceed 10,000,000 shares of Common Stock."

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Amendment as evidence of its adoption by the Board of Directors of the Company, subject to stockholder approval, on the date set forth above.

MOTUS GI HOLDINGS, INC.

By: /s/ Timothy P. Moran

Name: Timothy P. Moran

Title: Chief Executive Officer
