

**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 11, 2022

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 5.08 Shareholder Director Nominations.

Motus GI Holdings, Inc. (the "Company") has scheduled its 2022 annual meeting of stockholders (the "2022 Annual Meeting") to be held on June 30, 2022 at 9:30 a.m. Eastern Time. The Company is holding the 2022 Annual Meeting as a virtual-only meeting, which will be conducted via live audio online webcast. The Company established May 13, 2022 as the record date for determining stockholders entitled to notice of, and to vote at, the 2022 Annual Meeting.

Because the date of the 2022 Annual Meeting will be more than 30 days from the anniversary of the Company's 2021 annual meeting of stockholders, the deadline for submission of proposals by stockholders for inclusion in the Company's proxy materials in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), will be the close of business on April 21, 2022, which the Company has determined to be a reasonable time before it expects to begin to print and distribute its proxy materials prior to the 2022 Annual Meeting. Any such proposal must also meet the requirements set forth in the rules and regulations of the Exchange Act in order to be eligible for inclusion in the proxy materials for the 2022 Annual Meeting.

In accordance with the Company's Bylaws, any stockholder who intends to nominate a person for election as a director or submit a proposal for inclusion at the Company's 2022 Annual Meeting must provide notice ("Stockholder Notice") on or before April 21, 2022. Any Stockholder Notice must comply with the specific requirements set forth in the Company's Bylaws in order to be considered at the 2022 Annual Meeting. Any such proposal shall be mailed to: Motus GI Holdings, Inc., 1301 East Broward Boulevard, 3rd Floor, Ft. Lauderdale, FL 33301, Attn.: Secretary.

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 11, 2022

By: /s/ Timothy P. Moran

Name: Timothy P. Moran

Title: Chief Executive Officer
