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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to Rule 14a-12

**MOTUS GI HOLDINGS, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - Fee paid previously with preliminary materials:
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**You May Vote Your Proxy When You View The Material On The Internet. You Will Be Asked To Follow The Prompts To Vote Your Shares.**

**Motus GI Holdings, Inc.**  
c/o Continental Proxy Services  
1 State Street, New York, NY 10004

**Motus GI Holdings, Inc.**  
1301 East Broward Boulevard, 3rd Floor  
Ft. Lauderdale, FL 33301

**NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS**  
to be held on  
June 30, 2022

\*Stockholders are cordially invited to attend the Annual Meeting virtually.  
You will not be able to attend the Annual Meeting at a physical location.

Dear Stockholder,

The 2022 Annual Meeting of Stockholders of Motus GI Holdings, Inc. will be held virtually via the internet at [www.viewproxy.com/motusgi/2022/vm](http://www.viewproxy.com/motusgi/2022/vm) on June 30, 2022, beginning at 9:30 AM (local time), or such other time and place to which the Annual Meeting may be adjourned or postponed.

Proposals to be considered at the Annual Meeting:

- (1) To elect seven director nominees to serve as directors until the next annual meeting of stockholders;
- (2) To ratify the appointment of EisnerAmper LLP as our independent registered public accounting firm for the year ending December 31, 2022;
- (3) To approve an amendment to the Company's certificate of incorporation, as amended, to effect a reverse stock split of our issued and outstanding shares of common stock, at a specific ratio, ranging from two-for-one (2:1) to twenty-for-one (20:1), at any time prior to the one-year anniversary date of the annual meeting, with the exact ratio to be determined by the Board; and
- (4) To consider any other matters that may properly come before the 2022 Annual Meeting.

Directors recommends a vote "FOR" all nominees under Proposal 1, and "FOR" Proposals 2 and 3.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote Your Proxy on the Internet:**

Go to <http://www.cstproxyvote.com>  
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

**The Proxy Materials are available for review at:**  
**<https://www.cstproxy.com/motusqi/2022>**

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**Motus GI Holdings, Inc.**  
1301 East Broward Boulevard, 3rd Floor  
Ft. Lauderdale, FL 33301

**Important Notice Regarding the Availability Of Proxy Materials For the  
2022 Annual Meeting of Stockholders to Be Held On June 30, 2022.**

The following Proxy Materials are available to you to review at:

<https://www.cstproxy.com/motusgi/2022>

- Company's Annual Report on Form 10-K for the year ended December 31, 2021.
- the Company's 2022 Proxy Statement.
- Company's Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before June 15, 2022 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

**Have this notice available when you request a paper copy of the  
proxy materials or to vote your proxy electronically.  
You must reference your Control number.**

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

**By telephone please call 954-541-8000  
or  
By e-mail at: [andrew@motusgi.com](mailto:andrew@motusgi.com)**

*Please include the company name and your control number in the subject line.*

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