

**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): June 30, 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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 30, 2022, Motus GI Holdings, Inc. (the “Company”) held its Annual Meeting of Stockholders. The stockholders of the Company acted upon the following proposals at the Annual Meeting: (1) proposal for the election of directors; (2) proposal for 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, 2022; and (3) proposal for an amendment to the Company’s certificate of incorporation, as amended, to effect a reverse stock split of the Company’s 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 Company’s Board of Directors (the “Board”). The final voting results were as follows:

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

The votes were cast for this matter as follows:

| <b>Nominees</b>         | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| <b>Timothy P. Moran</b> | 18,718,632       | 1,671,547             | 14,713,352              |
| <b>Mark Pomeranz</b>    | 18,832,028       | 1,558,151             | 14,713,352              |
| <b>David Hochman</b>    | 18,508,656       | 1,881,523             | 14,713,352              |
| <b>Darren Sherman</b>   | 18,432,511       | 1,957,668             | 14,713,352              |
| <b>Shervin Korangy</b>  | 18,960,790       | 1,429,389             | 14,713,352              |
| <b>Gary J. Pruden</b>   | 18,962,858       | 1,427,321             | 14,713,352              |
| <b>Sonja Nelson</b>     | 18,966,676       | 1,423,503             | 14,713,352              |

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, 2022 was approved based upon the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 33,611,176       | 1,282,235            | 210,120            | 0                       |

3. The proposal to approve an amendment to the Company’s certificate of incorporation, as amended, to effect a reverse stock split of the Company’s 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:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 30,430,484       | 4,457,391            | 215,656            | 0                       |

**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: June 30, 2022

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

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