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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 (Amendment No. )

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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 Material under §240.14a-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 all boxes that apply):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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# Your **Vote** Counts!

**MOTUS GI HOLDINGS, INC.**

2023 Annual Meeting

Vote by September 20, 2023

11:59 PM ET



Hixson, Inc.  
P.O. Box 9142  
Farmingdale, NY 11735

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717

1 OF 2  
322,224  
148,294

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FLASHID-JOB#

## You invested in MOTUS GI HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on September 21, 2023.**

### Get informed before you vote

View the Form 10-K, Notice & Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to September 07, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

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#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

September 21, 2023  
9:30 AM EDT

[www.viewproxy.com/motusgi/2023/vm](http://www.viewproxy.com/motusgi/2023/vm)

\*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

**MOTUS GI HOLDINGS, INC.**  
 2023 Annual Meeting  
 Vote by September 20, 2023  
 11:59 PM ET

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01 Timothy P. Moran                      03 David Hochman                      05 Sonja Nelson 02 Mark Pomeranz                      04 Darren Sherman                      06 Gary J. Pruden	<input checked="" type="checkbox"/> For
2. Ratification of EisnerAmper LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023	<input checked="" type="checkbox"/> For
3. To approve an amendment to the Company's certificate of incorporation, as amended, to effect a reverse stocksplit 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.	<input checked="" type="checkbox"/> For
4. To approve an amendment to the Motus GI Holdings, Inc. 2016 Equity Incentive Plan (the 2016 Plan) increasing the number of shares of common stock available for issuance under the 2016 Plan by 318,232 shares.	<input checked="" type="checkbox"/> For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

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