

**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): November 21, 2023

**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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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.

**Item 8.01. Other Events.**

On November 21, 2023, Motus GI Holdings, Inc. (the “Company” or “we”) received a letter from the Listing Qualifications Department of the Nasdaq Stock Market LLC (the “Staff”) confirming that the Company had regained compliance with the minimum bid price requirement in Listing Rule 5550(a)(2) (the “Bid Price Rule”), as required by the Nasdaq Hearing Panel (“Hearings Panel”) decision of September 27, 2023.

As previously disclosed, we received a letter from the Nasdaq Stock Market, LLC (“Nasdaq”) indicating that we are not in compliance with the minimum stockholders’ equity requirement for continued listing on Nasdaq under Rule 5550(b)(1) (the “Equity Rule”). In addition, as previously disclosed on the Current Report on Form 8-K filed April 5, 2023, we received a letter from Nasdaq indicating that the bid price of the Company’s common stock had failed to close above the minimum \$1 requirement for the past 30 trading days in violation of the Bid Price Rule. The Company was provided 180 calendar days, or until September 27, 2023, to regain compliance with the Bid Price Rule. On September 27, 2023, we received notice that the Hearings Panel granted us an extension to regain compliance with the Equity Rule and the Bid Price Rule until January 2, 2024.

**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: November 27, 2023

By: /s/ Mark Pomeranz  
Name: Mark Pomeranz  
Title: Chief Executive Officer

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