

**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 6, 2024

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	MOTS	OTCQB Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 June 6, 2024, after completing a review of the strategic options available to Motus GI Holdings, Inc. (the "Company"), the board of directors of the Company approved the liquidation and dissolution of the Company pursuant to a plan of distribution (the "Plan of Distribution"), subject to the approval of the Company's stockholders. The Company intends to call a special meeting of stockholders (the "Special Meeting") to seek approval of the Plan of Distribution and will file proxy materials relating to the Special Meeting with the Securities and Exchange Commission ("SEC") as soon as practicable.

A copy of the Plan of Distribution is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Cautionary Information Regarding Trading in the Company's Securities

The Company cautions that trading in the Company's securities is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual value realized, if any, by holders of the Company's securities. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

Additional Information and Where to Find It

The Company will file with the SEC a proxy statement in connection with the planned dissolution. The definitive proxy statement will be sent to the Company's stockholders and will contain important information about the planned dissolution. INVESTORS AND STOCKHOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE. Investors and

stockholders may obtain a free copy of the proxy statement (when it is available) and other documents filed with the SEC at the SEC's website at www.sec.gov.

Certain Information Concerning Participants

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from stockholders of the Company in connection with the planned dissolution. Information about the persons who may be considered to be participants in the solicitation of the Company's stockholders in connection with the Company's planned dissolution, and any interest they have in the planned dissolution, will be set forth in the definitive proxy statement when it is filed with the SEC. Further information about the Company's directors and executive officers is set forth in its proxy statement for its 2023 Annual Meeting of Stockholders and its most recent annual report on Form 10-K, respectively filed with the SEC on August 7, 2023 and March 18, 2024. These documents may be obtained for free at the SEC's website at www.sec.gov.

Forward Looking Statements

Certain statements in this report constitute "forward-looking statements" of the Company within the meaning of applicable laws and regulations and constitute "forward-looking information" within the meaning of applicable securities laws. Any statements contained herein which do not describe historical facts, including statements regarding the Plan of Distribution and the related Special Meeting are forward-looking statements which involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include, among others, the possibility that the Company's stockholders will not realize any value in the Company's shares or that the Plan of Distribution will not be able to be completed in a timely manner, or at all, as well as those risks identified in the Company's filings with the SEC, including under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year-ended December 31, 2023, and subsequent filings, with the SEC, including the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, available on the SEC's website at www.sec.gov. Any such risks and uncertainties could materially and adversely affect the Company's results of operations and cash flows and the amount of time the Company can meet its operational and capital needs. The Company cautions investors not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Except as required by law, the Company undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
2.1	Plan of Distribution of Motus GI Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: June 7, 2024

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

EXHIBIT A

PLAN OF DISTRIBUTION OF MOTUS GI HOLDINGS, INC.

I. Calculations of Amounts To Be Paid or Set Aside for Current or Potential Creditors

- A. Pay or make reasonable provision to pay all known claims and obligations, including all contingent, conditional or unmatured contractual claims (Section 281(b)(i)). (*)
1. Current Claims and Obligations:
See Attachment A – Summary of Assets and Liabilities.
 2. Contingent, conditional or unmatured claims.
Contingent indemnification obligations
 3. Total: Approximately \$4,769,000
- (*) Such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of assets legally available therefor.
- B. Make provision as will be reasonably likely to be sufficient to provide compensation for any claim against the Corporation, which is the subject of a pending action, suit or proceeding to which the Corporation is a party (Section 281(b)(ii))
1. Pending actions, suits or proceedings against the Corporation:
N/A
 2. Total: \$0
- C. Make provision as will be reasonably likely to be sufficient to provide compensation for unknown claims or claims that have not arisen but that, based on facts known to the Corporation, are likely to arise or to become known to the Corporation before.
1. Claims that are likely to arise in the next 10 years:
N/A.

Attachment A

Summary of Assets and Liabilities

(\$ 000's)

		Notes
Assets		
Cash	\$ 2,125	As of June 6, 2024
Prepaid	\$ 725	As of June 6, 2024
Other assets	\$ 1,144	Based on Q1 2024 close
Total Assets	\$ 3,994	
Liabilities		
Secured Debt	\$ (2,319)	As of June 6, 2024
Estimated Wind Down Administrative Costs	\$ (1,500)	As of June 6, 2024
Trade and Other Unsecured Liabilities	\$ (950)	As of June 6, 2024
Total Liabilities	\$ (4,769)	