

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): **April 27, 2023 (April 21, 2023)**

**LogicMark, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36616**

(Commission File Number)

**46-0678374**

(IRS Employer  
Identification No.)

**2801 Diode Lane  
Louisville, KY 40299**

(Address of registrant's principal executive office)

**40299**

(Zip code)

Registrant's telephone number, including area code: **(502) 442-7911**

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 exchange on which registered</b>
Common Stock, par value \$0.0001 per share	LGMK	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders.**

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 21, 2023, LogicMark, Inc. (the “Company”), acting pursuant to authority received at a special meeting of its stockholders on March 7, 2023 (the “Special Meeting”), filed with the Secretary of State of the State of Delaware (i) a certificate of amendment (the “Charter Amendment”) to its certificate of incorporation, as amended (the “Certificate of Incorporation”), which effected a one-for-twenty reverse stock split (the “Common Stock Reverse Stock Split”) of all of the Company’s outstanding shares of common stock, par value \$0.0001 per share (the “Common Stock”); and (ii) a certificate of amendment (the “Series C Certificate of Amendment”) to its Certificate of Designations, Preferences and Rights of Series C Non-Convertible Voting Preferred Stock, as amended (“Series C Certificate of Designations”), which effected a one-for-twenty reverse stock split (the “Series C Reverse Stock Split” and together with the Common Stock Reverse Stock Split, the “Reverse Stock Splits”) of all of the Company’s outstanding shares of Series C Non-Convertible Voting Preferred Stock, par value \$0.0001 per share (the “Series C Preferred Stock”), and which increased the stated value of the Series C Preferred Stock from \$10,000 per share to \$200,000 per share. Pursuant to each of the Charter Amendment and the Series C Certificate of Amendment, each of the Reverse Stock Splits became effective as of 5:30 p.m. Eastern Time on April 21, 2023. As a result of the Reverse Stock Splits, every twenty (20) shares of Common Stock were exchanged for one (1) share of Common Stock and every twenty (20) shares of Series C Preferred Stock were exchanged for one (1) share of Series C Preferred Stock.

The Reverse Stock Splits did not affect the total number of shares of capital stock, including the Common Stock and Series C Preferred Stock, that the Company is authorized to issue, which remain as set forth pursuant to the Certificate of Incorporation and Series C Certificate of Designations, respectively. No fractional shares were issued in connection with the Reverse Stock Splits, all of which shares of post-split Common Stock and Series C Preferred Stock were rounded up to the nearest whole number of such shares. The Reverse Stock Splits also have a proportionate effect on all other convertible preferred stock, options and warrants of the Company outstanding as of the effective date of the Reverse Stock Splits. The new CUSIP number for the Common Stock is 67091J 503.

The Company’s transfer agent, Nevada Agency and Transfer Company, is acting as exchange agent for the Common Stock Reverse Stock Split and has provided instructions to stockholders of record regarding the exchange of certificates for Common Stock. The Company is acting as exchange agent for the Series C Reverse Stock Split.

The summary of the Charter Amendment and Series C Certificate of Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of the Charter Amendment and the Series C Certificate of Amendment, copies of which are attached to this Current Report on Form 8-K (this “Report”) as Exhibits 3.1(i)(a) and 3.1(i)(b), respectively.

### **Item 8.01 Other Events.**

On April 21, 2023, the Company issued a press release with respect to the Reverse Stock Splits. A copy of such press release is filed as Exhibit 99.1 to this Report and is incorporated herein by reference.

At the Special Meeting, the Company’s 2023 Stock Incentive Plan was approved by the Company’s stockholders and upon such approval, the Company’s 2017 Stock Incentive Plan was terminated. The Company’s 2013 Long-Term Stock Incentive Plan expired in accordance with its terms on January 3, 2023.

## Forward-Looking Statements

Exhibit 99.1 attached hereto contains, and may implicate, forward-looking statements regarding the Company, and include cautionary statements identifying important factors that could cause actual results to differ materially from those anticipated.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

3.1(i)(a)	<a href="#">Certificate of Amendment to Certificate of Incorporation of LogicMark, Inc.</a>
3.1(i)(b)	<a href="#">Series C Certificate of Amendment to the Series C Certificate of Designations of LogicMark, Inc.</a>
99.1	<a href="#">Press Release, dated April 21, 2023.</a>
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.

Date: April 27, 2023

**LogicMark, Inc.**

By: /s/ Mark Archer

Name: Mark Archer

Title: Chief Financial Officer

Delaware  
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LOGICMARK, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2023, AT 8:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FIRST DAY OF APRIL, A.D. 2023 AT 5:30 O'CLOCK P.M.

/s/ Jeffrey W. Bullock, Secretary of State  
Jeffrey W. Bullock, Secretary of State



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SR# 20231559825

Authentication: 203186945  
Date: 04-21-23

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
LOGICMARK, INC.**

LogicMark, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: The name of the Corporation is LogicMark, Inc.

SECOND: This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation, as amended, and any amendments thereto (the “**Charter**”), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on February 28, 2022.

THIRD: A new Article 4(c) is added to the Charter to provide in its entirety as follows:

“b) Upon the filing of this Amendment with the Secretary of State of the State of Delaware (the “**Effective Time**”), each twenty (20) outstanding shares of Common Stock outstanding immediately prior to the Effective Time (the “**Old Common Stock**”) shall be combined and converted into one (1) share of Common Stock (the “**New Common Stock**”) based on a ratio of one share of New Common Stock for each twenty (20) shares of Old Common Stock (the “**Reverse Split Ratio**”). This reverse stock split (the “**Reverse Split**”) of the outstanding shares of Common Stock shall not affect the total number of shares of capital stock, including the Common Stock, that the Company is authorized to issue, which shall remain as set forth under this Article 4.

The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders’ shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock shall be rounded up to the nearest whole number of such shares. All references to “Common Stock” in these Articles shall be to the New Common Stock.

The Reverse Split will be effectuated on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis, except that the Reverse Split will be effectuated on a certificate-by-certificate basis for shares held by registered holders. For shares held in certificated form, certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Common Stock shall, after the Effective Time, represent a number of shares of New Common Stock as is reflected on the face of such certificates for the Old Common Stock, divided by the Reverse Split Ratio and rounded up to the nearest whole number. The Corporation shall not be obligated to issue new certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall be effective as of 5:30 P.M. New York Time on the date written below.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 21<sup>st</sup> day of April, 2023.

LOGICMARK, INC.

By: /s/ Chia-Lin Simmons

Name: Chia-Lin Simmons

Title: Chief Executive Officer

Delaware  
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LOGICMARK, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2023, AT 8:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FIRST DAY OF APRIL, A.D. 2023 AT 5:30 O'CLOCK P.M.

/s/ Jeffrey W. Bullock, Secretary of State  
Jeffrey W. Bullock, Secretary of State



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SR# 20231559846

Authentication: 203188518  
Date: 04-21-23

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)





**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS OF  
SERIES C NON-CONVERTIBLE VOTING PREFERRED STOCK OF  
LOGICMARK, INC.**

The undersigned, Chia-Lin Simmons, the Chief Executive Officer of LogicMark, Inc. (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Law"), does hereby certify and set forth as follows:

**First:** The date on which the Certificate of Designations, Preferences and Rights of Series C Non-Convertible Voting Preferred Stock of the Corporation, as amended (the "Certificate of Designations"), was originally filed with the Secretary of State of the State of Delaware was May 23, 2017, and the Certificate of Designations was last amended by a certificate of amendment filed with the Secretary of State on October 15, 2021.

**Second:** The Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Section 242 of the Law and pursuant to the authority vested in the Board by the affirmative vote of a majority of the shares of the Corporation's common stock, par value \$0.0001 per share, and of a majority of the shares of the Corporation's Series C Non-Convertible Voting Preferred Stock, par value \$0.0001 per share (the "Series C Preferred Stock"), as well as the majority of the shares of the Corporation's Series F Convertible Preferred Stock, par value \$0.0001 per share (the "Series F Preferred Stock"), on an as-converted to Common Stock basis, in the aggregate, outstanding and entitled to vote on the matter, adopted resolutions amending the Certificate of Designations (the "Certificate of Amendment") as provided below.

**Third:** Section 13 of the Certificate of Designations has been added to read as follows:

13. **REVERSE STOCK SPLIT.** Upon the filing of this certificate of amendment with the Secretary of State of the State of Delaware (the "**Effective Time**"), each twenty (20) outstanding shares of Series C Preferred Stock outstanding immediately prior to the Effective Time (the "**Old Series C Preferred Stock**") shall be combined and converted into one (1) share of Series C Preferred Stock (the "**New Series C Preferred Stock**") based on a ratio of one share of New Series C Preferred Stock for each twenty (20) shares of Old Series C Preferred Stock (the "**Reverse Split Ratio**"). This reverse stock split (the "**Reverse Split**") of the outstanding shares of Series C Preferred Stock shall not affect the total number of shares of authorized preferred stock, par value \$0.0001 per share, that the Company has designated as Series C Preferred Stock, which shall remain as set forth under Section 1.

The Reverse Split shall occur without any further action on the part of the Company or the holders of shares of New Series C Preferred Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Series C Preferred Stock shall be deliverable upon the Reverse Split, all of which shares of New Series C Preferred Stock shall be rounded up to the nearest whole number of such shares. All references to "Series C Preferred Stock" in these Articles shall be to the New Series C Preferred Stock.

The Reverse Split will be effectuated on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis, except that the Reverse Split will be effectuated on a certificate-by-certificate basis for shares held by registered holders. For shares held in certificated form, certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Series C Preferred Stock shall, after the Effective Time, represent a number of shares of New Series C Preferred Stock as is reflected on the face of such certificates for the Old Series C Preferred Stock, divided by the Reverse Split Ratio and rounded up to the nearest whole number. The Company shall not be obligated to issue new certificates evidencing the shares of New Series C Preferred Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Company or its transfer agent, or the holder notifies the Company or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates.”

**Fourth:** Section 4(l) of the Certificate of Designations, which sets forth the stated value of the Series C Preferred Stock shall be amended and restated in its entirety to adjust the stated value, as a result of the one-for-twenty reverse split of the Series C Preferred Stock, to read as follows:

(l) “Stated Value” means \$200,000.00 per share, subject to adjustment for stock splits, stock dividends, recapitalizations, reorganizations, combinations, subdivisions or other similar events occurring after the Effective Time.

**Fifth:** All other provisions of the Certificate of Designations shall remain in full force and effect.

**Sixth:** This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the Law.

**Seventh:** This Certificate of Amendment shall be effective as of 5:30 P.M. New York time on the date written below.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Certificate of Designations to be signed by the undersigned, a duly authorized officer of the Corporation, and the undersigned has executed this Certificate of Amendment and affirms the foregoing as true and under penalty of perjury this 21<sup>st</sup> day of April, 2023.

LOGICMARK, INC.

By: /s/ Chia-Lin Simmons

Name: Chia-Lin Simmons

Title: Chief Executive Officer



## LogicMark Announces Reverse Stock Splits

**LOUISVILLE, KY, April 21, 2023** — LogicMark, Inc. (NASDAQ: LGMK) (the “Company”), a provider of personal emergency response systems (PERS), health communications devices, and technology for the growing care economy, today announced that the Company’s board of directors has approved a reverse stock split of its common stock at a ratio of 1 post-split share for every 20 pre-split shares.

The Company’s board of directors also approved a corresponding 1-for-20 reverse stock split ratio for its Series C preferred stock, which will occur simultaneously with the reverse stock split of its common stock. The reverse stock splits were approved at a Special Meeting of Stockholders, held on March 7, 2023, and the reverse stock split of the common stock is intended to bring the Company into compliance with Nasdaq’s \$1.00 per share minimum bid price requirement for continued listing on the Nasdaq Capital Market. The Company expects that the common stock will begin trading on a split-adjusted basis at the open of trading on Monday, April 24, 2023, under the new CUSIP number 67091J 503, and each of the reverse stock splits will be effective as of 5:30 p.m. Eastern Time on April 21, 2023 upon the filing of the applicable certificates of amendment with the Secretary of State of the State of Delaware.

Chia-Lin Simmons, Chief Executive Officer, commented, “The primary purpose of the reverse split is to bring the Company into compliance with Nasdaq Capital Market’s \$1.00 minimum price requirement. This will enable LogicMark to remain listed and benefit from the advantages of being a NASDAQ listed company. The reverse split will put us in a better position to execute as we work towards launching new innovative products in the coming months. I would like to thank our shareholders for their vote on March 7, 2023 and for their continued support.”

### Information to Stockholders

Nevada Agency and Transfer Company, the Company’s transfer agent for the common stock, will send instructions to stockholders of record who hold stock certificates regarding the exchange of certificates for common stock. Stockholders who hold their shares of common stock in book-entry form or in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares of common stock following the reverse stock splits. Nevada Agency and Transfer Company may be reached for questions at (775) 322-0626.

### About LogicMark, Inc.

LogicMark, Inc. (Nasdaq: LGMK) provides personal emergency response systems (PERS), health communications devices and technologies to create a Connected Care Platform. The Company’s devices give people the ability to receive care at home and confidence to age in place. LogicMark revolutionized the PERS industry by incorporating two-way voice communication technology directly into its medical alert pendant and providing this life-saving technology at a price point everyday consumers can afford. The Company’s PERS technologies are sold through the United States Veterans Health Administration and dealers/distributors. LogicMark has been awarded a contract by the U.S. General Services Administration that enables the Company to distribute its products to federal, state, and local governments.

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## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management's current expectations, as of the date of this press release, and involve certain risks and uncertainties. Forward-looking statements include statements herein with respect to the reverse stock splits described above and the successful execution of the Company's business strategy. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. Such risks and uncertainties include, among other things, our ability to establish and maintain the proprietary nature of our technology through the patent process, as well as our ability to possibly license from others patents and patent applications necessary to develop products; the availability of financing; the Company's ability to implement its long range business plan for various applications of its technology; the Company's ability to enter into agreements with any necessary marketing and/or distribution partners; the impact of competition, the obtaining and maintenance of any necessary regulatory clearances applicable to applications of the Company's technology; the Company's ability to maintain its Nasdaq listing for its common stock; and management of growth and other risks and uncertainties that may be detailed from time to time in the Company's reports filed with the SEC.

## **Investor Relations Contact:**

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## **Media:**

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