

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **December 1, 2020 (October 14, 2020)**

Nxt-ID, 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.)

Nxt-ID, Inc.

**288 Christian Street
Hangar C 2nd Floor
Oxford, CT 06478**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 266-2103**

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))

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.

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, par value \$0.0001	NXTD	The Nasdaq Stock Market LLC

Explanatory Note

This Current Report on Form 8-K/A (this “Current Report”) amends the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on October 16, 2020 by Nxt-ID, Inc. (the “Company”) regarding the Company’s 2020 Annual Meeting of Stockholders (the “Annual Meeting”). This Current Report provides the final voting results for each of the matters submitted to a vote of stockholders at the Annual Meeting on each of the meetings convened on October 14, 2020 and November 24, 2020.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company reconvened its Annual Meeting on November 24, 2020. Proposals No. 1 and No. 2 were voted on at the Annual Meeting that was originally convened on October 14, 2020 and subsequently adjourned. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting, as set forth in the Company’s Definitive Proxy Statement, filed with the SEC on August 17, 2020 (the “Proxy Statement”), as supplemented, are as follows:

As of August 17, 2020, the record date for the Annual Meeting, 35,009,952 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), and 2,000 shares of the Company’s Series C Non-Convertible Voting Preferred Stock, par value \$0.0001 per share (the “Series C Preferred Stock” and with the Common Stock, the “Voting Stock”), were outstanding and entitled to vote. 22,398,579 shares of the Company’s Voting Stock were present at the Annual Meeting, in person or represented by proxy.

Proposal 1 – The five nominees named in the Proxy Statement were elected to serve as directors until the next Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal. The voting results with respect to each nominee were as follows:

Director	For	Withheld	Broker Non-Votes
Vincent S. Miceli	8,163,833	2,441,175	11,793,571
Major General David R. Gust, USA, Ret.	7,095,549	3,509,459	11,793,571
Michael J. D’Almada-Remedios, PhD	8,206,503	2,398,505	11,793,571
Daniel P. Sharkey	7,087,496	3,517,512	11,793,571
Robert A. Curtis, Pharm.D.	7,097,298	3,507,710	11,793,571

Proposal 2 – The appointment of Marcum LLP as the Company’s independent registered public accountants for the fiscal year ending December 31, 2020 was ratified by the affirmative vote of a majority of the shares outstanding and entitled to vote on the matter. The voting results are as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
19,956,673	1,452,631	989,275

There were no broker non-votes for Proposal 2.

Proposal 3 – Authorization for the Board of Directors of the Company (the “Board”) to amend the Company’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to effect a reverse stock split of all of the Company’s outstanding shares of Common Stock by a ratio in the range of one-for-three to one-for-ten. The Company’s stockholders did not approve *Proposal 3*. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
16,467,774	6,192,336	685,236

There were no broker non-votes for Proposal 3.

Proposal 4 – Authorization for the Board to amend the Certificate of Incorporation by amending the Company’s Certificate of Designations, Preferences and Rights of Series C Non-Convertible Voting Preferred Stock to (i) effect a reverse stock split of all of the Company’s outstanding shares of Series C Preferred Stock by the same ratio that the Board selects for the reverse stock split of the Common Stock described in Proposal No. 3 (the “Series C Preferred Reverse Stock Split”) and (ii) increase the stated value of the Series C Preferred Stock by the same amount as the ratio of the Series C Preferred Reverse Stock Split. The Company’s stockholders did not approve *Proposal 4*. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
16,577,196	5,926,738	841,411

There were no broker non-votes for Proposal 4.

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: December 1, 2020

Nxt-ID, Inc.

By: /s/ Vincent S. Miceli

Name: Vincent S. Miceli

Title: Chief Executive Officer