

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): **October 15, 2021**

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 per share	NXTD	The Nasdaq Stock Market LLC

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 October 15, 2021, Nxt-ID, Inc. (the “Company”), acting pursuant to authority received at a special meeting of its stockholders on October 15, 2021 (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 effects a one-for-ten 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 (“Series C Certificate of Designations”), which effects a one-for-ten 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 increases the stated value of the Series C Preferred Stock from \$1,000 per share to \$10,000 per share. Pursuant to each of the Charter Amendment and the Series C Certificate of Amendment, each of the Reverse Stock Splits will become effective as of 5:30 p.m. Eastern Time on October 15, 2021. As a result of the Reverse Stock Splits, every ten (10) shares of Common Stock will be exchanged for one (1) share of Common Stock and every ten (10) shares of Series C Preferred Stock will be exchanged for one (1) share of Series C Preferred Stock.

The Reverse Stock Splits do 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 shall remain as set forth pursuant to the Certificate of Incorporation and Series C Certificate of Designations, respectively. No fractional shares will be issued in connection with the Reverse Stock Splits, all of which shares of post-split Common Stock and Series C Preferred Stock shall be rounded up to the nearest whole number of such shares. The Reverse Stock Splits will 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 404.

The Company’s transfer agent, VStock Transfer, LLC, is acting as exchange agent for the Common Stock Reverse Stock Split and will send 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 5.07 Submission of Matters to a Vote of Security Holders

On October 15, 2021, the Company held the Special Meeting. Set forth below are the two proposals that were voted on at the Special Meeting and the stockholder votes on each such proposal, as certified by the inspector of elections for the Special Meeting. These proposals are described in further detail in the Definitive Proxy Statement on Schedule 14A that the Company filed with the U.S. Securities and Exchange Commission on September 17, 2021.

As of the close of business on September 16, 2021, the record date for the Special Meeting, there were an aggregate of 88,308,523 shares of Common Stock issued, outstanding and entitled to vote, an aggregate of 2,000 shares of Series C Preferred Stock issued, outstanding and entitled to vote, and an aggregate of 173,333 shares of Series F Convertible Preferred Stock par value \$0.0001 per share, issued, outstanding and entitled to vote (collectively, the “Voting Stock”). Stockholders holding an aggregate of 60,511,524 shares of Voting Stock were present at the Special Meeting, in person or represented by proxy, which number constituted a quorum.

Proposal 1 – The Company’s stockholders approved the proposal to amend the Certificate of Incorporation to effect a reverse stock split of all outstanding shares of Common Stock by a ratio in the range of one-for-three to one-for-ten, as determined by the Company’s board of directors (the “Board”) in its sole discretion (“Proposal No. 1”). The final voting results with respect to Proposal No. 1 were as follows:

For	Against	Abstain
53,994,053	6,389,219	128,252

Proposal 2 – The Company’s stockholders approved the proposal to amend the Series C Certificate of Designations to (i) effect a reverse stock split of all outstanding shares of Series C Preferred Stock by the same ratio that the Board selects for the reverse stock split of its Common Stock described in Proposal No. 1 and (ii) increase the stated value of the Series C Preferred Stock by the same amount as the ratio of the Series C Reverse Stock Split (“Proposal No. 2”). The final voting results with respect to Proposal No. 2 were as follows:

For	Against	Abstain
54,080,154	6,215,552	215,818

Item 8.01

On October 15, 2021, the Company issued a press release announcing the voting results from the Special Meeting and each of the Reverse Stock Splits, a copy of which is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1(i)(a)	Certificate of Amendment to Certificate of Incorporation of Nxt-ID, Inc.
3.1(i)(b)	Certificate of Amendment to the Certificate of Designations, Preferences and Rights of Series C Non-Convertible Voting Preferred Stock of Nxt-ID, Inc.
99.1	Press release, dated October 15, 2021.
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: October 15, 2021

Nxt-ID, Inc.

By: /s/ Chia-Lin Simmons

Name: Chia-Lin Simmons

Title: Chief Executive Officer

Delaware

The First State

Page 1

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 "NXT-ID, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2021, AT 9:42 O`CLOCK A.M.



5106921 8100
SR# 20213522134

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204421023
Date: 10-15-21

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
NXT-ID, INC.**

Nxt-ID, 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 Nxt-ID, 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 “**Certificate of Incorporation**”), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on September 9, 2016.

THIRD: A new Article 4(b) is added to the Certificate of Incorporation 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 ten (10) 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 (1) share of New Common Stock for each ten (10) 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 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 New York Time on the date written below.

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:42 AM 10/15/2021
FILED 09:42 AM 10/15/2021
SR 20213522134 - File Number 5106921

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 15th day of October, 2021.

NXT-ID, INC.

/s/ Chia-Lin Simmons

Name: Chia-Lin Simmons

Title: Chief Executive Officer

Delaware

The First State

Page 1

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 "NXT-ID, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2021, AT 9:43 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF OCTOBER, A.D. 2021 AT 5:30 O`CLOCK P.M.



5106921 8100
SR# 20213522139

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204421047
Date: 10-15-21

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

The undersigned, Chia-Lin Simmons, the Chief Executive Officer of Nxt-ID, Inc. (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "GCL"), 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 (the "Certificate of Designations") was originally filed with the Secretary of State of the State of Delaware was May 23, 2017.

Second: The Board of Directors of the Corporation (the "Board"), acting in accordance with the provisions of Section 242 of the GCL 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 Series C Non-Convertible Voting Preferred Stock, par value \$0.0001 per share (the "Series C Preferred Stock"), 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 12 of the Certificate of Designations has been added to read as follows:

12. **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 ten (10) 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 (1) share of New Series C Preferred Stock for each ten (10) 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 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."

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 AM 10/15/2021
FILED 09:43 AM 10/15/2021
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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-ten reverse split of the Series C Preferred Stock, to read as follows:

(l) “Stated Value” means \$10,000.00 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 228 and 242 of the GCL.

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 15th day of October, 2021.

NXT-ID, INC.

/s/ Chia-Lin Simmons

Name: Chia-Lin Simmons

Title: Chief Executive Officer

Nxt-ID, Inc. Shareholders Approve Both Reverse Stock Split Proposals

Company to Effect Reverse Stock Splits on Friday, October 15, 2021

OXFORD, Conn.—Oct. 15, 2021—Nxt-ID, Inc. (NASDAQ: NXTD) (the “Company” or “NXT-ID”), provider of personal emergency response systems (PERS), health communications devices and IoT technology, today announced that the Company’s shareholders have approved the two reverse stock split proposals relating to NXT-ID’s common stock and Series C preferred stock at the Company’s special shareholders meeting on October 15, 2021.

The NXT-ID board of directors has approved a 1-for-10 reverse split for the Company’s common stock and a corresponding 1-for-10 reverse split for its Series C preferred stock. The reverse stock splits will take effect after the close of trading today, which will help ensure that the Company’s common stock will continue to be listed on the Nasdaq Capital Market. The Company anticipates that the common stock will begin trading on a split-adjusted basis at the open of trading on Monday, October 18, 2021 under the new CUSIP number 67091J404.

“I would like to thank our shareholders for their support and approval of this important vote to ensure that our Company will be much better positioned to create future value for investors and customers,” said Chia-Lin Simmons, Chief Executive Officer of NXT-ID. “By continuing to remain listed on Nasdaq, we will have the opportunity to place our Company on a solid path and will be able to get back to innovating and building products. We will continue to keep shareholders informed as we move forward.”

Information for Shareholders

VStock Transfer, LLC is acting as exchange agent for the common stock reverse stock split and will send instructions to any shareholders of record who hold stock certificates regarding the exchange of certificates for common stock. The Company is acting as exchange agent for the Series C preferred stock split. Shareholders who hold their shares in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares following the reverse stock splits. VStock Transfer, LLC may be reached for questions at (212) 828-8436. The reverse stock splits will also have a proportionate effect on all other convertible preferred stock, options and warrants outstanding as of such effective date of such reverse stock splits. Any fractional shares as a result of either of the reverse stock splits will be adjusted upwards.

About Nxt-ID, Inc.

Nxt-ID, Inc. (NASDAQ: NXTD) provides personal emergency response systems (PERS), health communications devices and IoT technology that creates a connected care platform. The Company’s devices give people the ability to receive care at home and confidence to age in place. LogicMark LLC, a wholly-owned subsidiary of NXT-ID, revolutionized the PERS industry by incorporating two-way voice communication technology directly in the medical alert pendant and providing the life-saving technology at a price point everyday consumers could afford. The PERS technologies are sold through dealers/distributors and the United States Veterans Health Administration.

The Company was awarded a contract by the U.S. General Services Administration that enables the Company to distribute its products to federal, state and local governments. For NXT-ID corporate information, contact: info@NXT-ID.com.

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 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 / Media Contacts:

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