

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 18, 2024**

**LogicMark, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 November 18, 2024, LogicMark, Inc. (the “Company”), acting pursuant to authority received at a special meeting of its stockholders on October 1, 2024 (the “Special Meeting”), filed with the Secretary of State of the State of Nevada (i) a certificate of change (the “Charter Amendment”) to its articles of incorporation (the “Articles of Incorporation”), which effected a one-for-twenty-five 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 effected a one-for-twenty-five 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 proportionally increased the stated value of the Series C Preferred Stock from \$200,000 per share to \$2,000,000 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 5:00 p.m. Eastern Time on November 18, 2024. As a result of the Reverse Stock Splits, every twenty-five (25) shares of Common Stock were exchanged for one (1) share of Common Stock and every twenty-five (25) shares of Series C Preferred Stock were exchanged for one (1) share of Series C Preferred Stock. The Common Stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis at the start of trading on November 19, 2024.

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 Articles of Incorporation and the 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 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 602.

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 each 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 November 15, 2024, 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.

### 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 Change to Articles 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 November 15, 2024.</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: November 18, 2024

**LogicMark, Inc.**

By: /s/ Mark Archer

Name: Mark Archer

Title: Chief Financial Officer



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>FV Aguilar</i>	Business Number E32388472023-1
Secretary of State State Of Nevada	Filing Number 2024475895
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# Certificate of Change Pursuant to NRS 78.209

**TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT**

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input style="width: 100%;" type="text" value="LogicMark, Inc."/>	
	Entity or Nevada Business Identification Number (NVID): <input style="width: 100%;" type="text" value="NV20232804130"/>	
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 100,000,000 shares of Common Stock, par value \$0.0001 per share 10,000,000 shares of Preferred Stock, par value \$0.0001 per share	
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 100,000,000 shares of Common Stock, par value \$0.0001 per share 10,000,000 shares of Preferred Stock, par value \$0.0001 per share	
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: One share of Common Stock will be issued to each record holder after the change for every 25 shares held by such holder immediately prior to the change.	
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: Any fractional share of Common Stock that would otherwise result from the change will be rounded up to the nearest whole share.	
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.	
<b>7. Effective date and time: (Optional)</b>	Date: <input style="width: 150px;" type="text" value="11/18/2024"/>	Time: <input style="width: 150px;" type="text" value="5:00 p.m. ET"/>
	(must not be later than 90 days after the certificate is filed)	
<b>8. Signature: (Required)</b>	<div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;"> <input checked="" type="checkbox"/>                   _____                  Signature of Officer             </div> <div style="text-align: center;"> <input style="width: 150px;" type="text" value="Chief Financial Officer"/>                  Title             </div> <div style="text-align: center;"> <input style="width: 100px;" type="text" value="11/18/2024"/>                  Date             </div> </div>	

This form must be accompanied by appropriate fees.  
 If necessary, additional pages may be attached to this form.



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
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Secretary of State	Filing Number
State Of Nevada	20244475906
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	4

## Certificate, Amendment or Withdrawal of Designation

**NRS 78.1955, 78.1955(6)**

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

**TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT**

<b>1. Entity information:</b>	Name of entity: <input type="text" value="LogicMark, Inc."/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20232804130"/>
<b>2. Effective date and time:</b>	For Certificate of Designation or Amendment to Designation Only (Optional): Date: <input type="text" value="11/18/2024"/> Time: <input type="text" value="5:00 p.m. ET"/> <small>(must not be later than 90 days after the certificate is filed)</small>
<b>3. Class or series of stock:</b> (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>
<b>4. Information for amendment of class or series of stock:</b>	The original class or series of stock being amended within this filing: <input type="text" value="Series C Non-Convertible Voting Preferred Stock"/>
<b>5. Amendment of class or series of stock:</b>	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
<b>6. Resolution:</b> Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <input type="text" value="See Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series C Non-Convertible Voting Preferred Stock attached."/>
<b>7. Withdrawal:</b>	Designation being <input type="text"/> Withdrawn: <input type="text"/> Date of Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>
<b>8. Signature:</b> (Required)	<input checked="" type="checkbox"/> <input type="text" value="DocuSigned by: [Signature]"/> Signature of Officer Date: <input type="text" value="11/18/2024"/>

\* Attach additional page(s) if necessary  
 This form must be accompanied by appropriate fees.

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

The undersigned, Mark Archer, the Chief Financial Officer of LogicMark, Inc. (the "Corporation"), pursuant to the provisions of the Nevada Revised Statutes of the State of Nevada, does hereby certify and set forth as follows:

1. 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 Nevada was June 1, 2023, and the Certificate of Designations has not been amended or modified and is in full force and effect as of the date hereof.
2. A new Section 12 shall be added to the Certificate of Designations, which shall read as follows:

"12. REVERSE STOCK SPLIT. Upon the filing of this certificate of amendment with the Secretary of State of the State of Nevada (the "Effective Time"), each twenty-five (25) 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-five (25) 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 this Certificate of Designations 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."

3. Section 4(l) of the Certificate of Designations shall be amended and restated in its entirety to read as follows:

"(l) "Stated Value" means \$2,000,000.00 per share, subject to adjustment for stock splits, stock dividends, recapitalizations, reorganizations, combinations, subdivisions or other similar events occurring after the Effective Time."

4. All other provisions of the Certificate of Designations shall remain in full force and effect.
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**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 18<sup>th</sup> day of November, 2024.

LOGICMARK, INC.

By: /s/ Mark Archer

Name: Mark Archer

Title: Chief Financial Officer

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## LogicMark, Inc. Announces Reverse Stock Splits

**LOUISVILLE, KY, November 15, 2024** — 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 25 pre-split shares.

The Company’s board of directors also approved a corresponding 1-for-25 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 October 1, 2024, 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 Tuesday, November 19, 2024, under the new CUSIP number 67091J 602, and each of the reverse stock splits will be effective as of 5:00 p.m. Eastern Time on November 18, 2024, upon the filing of the applicable certificates with the Secretary of State of the State of Nevada.

Chia-Lin Simmons, the Company’s Chief Executive Officer, commented, “The primary purpose of the reverse split is to bring the Company into compliance with Nasdaq’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 October 1, 2024, 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. For more information, please visit [www.logicmark.com](http://www.logicmark.com) and [www.investors.logicmark.com](http://www.investors.logicmark.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 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:

[investors@logicmark.com](mailto:investors@logicmark.com)

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