

**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 2, 2025**

**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**

(Address of principal executive offices)

**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*

\* On May 29, 2025, The Nasdaq Stock Market LLC determined to commence proceedings to delist and immediately suspend trading in LogicMark, Inc.'s common stock, par value \$0.0001 per share, as of the open of trading on June 2, 2025.

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 7.01 Regulation FD Disclosure.**

Reference is made to the disclosure in Item 8.01 of this Current Report on Form 8-K (this “Form 8-K”), which disclosure is incorporated herein by reference. The Press Release (as defined below) is filed herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Form 8-K under Item 7.01, including Exhibit 99.1 attached hereto, is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof. The information set forth in this Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed an admission as to the materiality of any information in this Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 8.01. Other Events.**

On June 2, 2025, LogicMark, Inc., a Nevada corporation (the “Company”, “we”, “us” or “our”), issued a press release (the “Press Release”) announcing that it expects that its common stock, par value \$0.0001 per share (“Common Stock”), will begin trading on the over-the-counter markets operated by OTC Markets Group, Inc. (“OTC”) on June 2, 2025 as a result of the determination by The Nasdaq Stock Market LLC (“Nasdaq”) to delist the Common Stock solely to the Company’s non-compliance with Nasdaq’s minimum bid price requirement of \$1.00 per share.

*Cautionary Statement Regarding Forward-Looking Statements*

This Form 8-K and Exhibit 99.1 attached hereto contain forward-looking statements. Such forward-looking statements include, but are not limited to, statements that express the Company’s intentions, beliefs, expectations, strategies, predictions or any other statements related to the Company’s future activities, or future events or conditions, including those related to Nasdaq’s determination to delist the Common Stock or the quotation of the Common Stock on the OTC, which can be identified by terminology such as “may,” “will,” “expects,” “anticipates,” “aims,” “potential,” “future,” “intends,” “plans,” “believes,” “estimates,” “continue,” “likely to” and other similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These statements are not historical facts and are based on current expectations, estimates and projections about the Company’s business based, in part, on assumptions made by its management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict, many of which are beyond the Company’s control, including risks related to Nasdaq’s determination to delist the Common Stock and the quotation of the Common Stock on the OTC, and other risks that may be included in the periodic reports and other filings that the Company files from time to time with the SEC. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements. Any forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 8-K, except as required by applicable law.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated June 2, 2025.</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: June 2, 2025

**LogicMark, Inc.**

By: /s/ Mark Archer

Name: Mark Archer

Title: Chief Financial Officer



LogicMark, Inc. Common Stock to Commence Trading on OTC Markets as the Company  
Continues Advancing Growth Initiatives

Louisville, KY (June 2, 2025) -- LogicMark, Inc. (OTC: LGMK) (the "Company"), a provider of personal emergency response systems ("PERS"), health communication devices, and technology for the growing care economy, today announced that it expects that its common stock will begin trading on the over-the-counter markets ("OTC Markets") effective today. The move to OTC Markets follows Nasdaq's decision to delist the Company's common stock at the opening of trading today, due solely to the Company's non-compliance with Nasdaq's \$1.00 minimum bid price requirement.

**Chia-Lin Simmons, CEO of LogicMark**, emphasized the importance of this transition, stating, "The ability to continue quotation of our common stock on the OTC Markets allows us to maintain access to public capital while continuing to focus on strengthening operational execution and preserving resources for long-term growth. Due to our successful capital-raising efforts this year, we reported \$15 million in cash and short-term investments at the end of the first quarter, providing further runway to advance our strategic priorities. Our team is fully committed to compliance with applicable reporting obligations and delivering value to our shareholders, whom we thank for their continued support."

The Company will continue to evaluate the various market tiers available within OTC Markets, as well as a possible return to a national exchange in the future. Investors are encouraged to visit the Company's website and EDGAR page on sec.gov. The Company will remain a reporting entity subject to the Securities Exchange Act of 1934 with respect to continued disclosure of financial and operational information.

#### **About LogicMark, Inc.**

LogicMark, Inc. (OTC: LGMK) is on a mission to enable people of all ages to lead lives with dignity, independence, and the joy of possibility. LogicMark provides PERS, health communications devices, personal safety apps, services, and technologies to create a Connected Care Platform.

LogicMark is dedicated to building a 'Care Village' with proprietary technology and creating innovative solutions for the care economy. A team of leading technologists with a deep understanding of IoT, AI, and machine learning is passionately focused on understanding consumer needs. The Company's PERS technologies are sold through the United States Veterans Health Administration, dealers, distributors, and directly to consumers. 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. To learn more, visit [www.investors.logicmark.com](http://www.investors.logicmark.com) and [www.logicmark.com](http://www.logicmark.com).

#### **Cautionary Statement Regarding 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, among other things, the Company's ability to list its common stock on a national exchange 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; 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. There can be no assurance that a broker will continue to make a market in the Company's common stock or that trading of the common stock will continue on an over-the-counter market or elsewhere. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may differ materially from those described in this press release as intended, planned, anticipated, believed, estimated, or expected. Any forward-looking statement made by us in this press release is based on information currently available to us and speaks only as of the date on which it is made. Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances, or assumptions underlying such statements, or otherwise.

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Investor Relations Contact: [investors@logicmark.com](mailto:investors@logicmark.com)