

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 27, 2022 (June 23, 2022)**

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.)

**LogicMark, Inc.
2801 Diode Lane
Louisville, KY 40299**

(Address of principal executive offices) (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))

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 | LGMK | The Nasdaq Stock Market LLC |

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On June 23, 2022, LogicMark, Inc., a Delaware corporation (the “Company”), filed with the Secretary of State of the State of Delaware an (i) Elimination of Certificate of Designations, Preferences and Rights of the Series A Convertible Preferred Stock (the “Series A Elimination Certificate”) and (ii) Elimination of Certificate of Designations, Preferences and Rights of the Series B Convertible Preferred Stock (the “Series B Elimination Certificate”) in order to eliminate and cancel all designations, rights, preferences and limitations of the shares of the Company’s Series A Convertible Preferred Stock, par value \$0.0001 per share (the “Series A Preferred Stock”), and Series B Convertible Preferred Stock, par value \$0.0001 per share (the “Series B Preferred Stock”), respectively. Prior to the filing of the Series A Elimination Certificate and the Series B Elimination Certificate, all 3,125,000 authorized shares of Series A Preferred Stock and all 4,500,000 authorized shares of Series B Preferred Stock had been converted into shares of Common Stock pursuant to the applicable provisions of the Company’s Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock, as amended (the “Series A Certificate of Designation”), and the Company’s Certificate of Designations, Preferences and Rights of the Series B Convertible Preferred Stock (the Series B Certificate of Designation”), respectively. Such shares have resumed the status of authorized but unissued shares of preferred stock of the Company. Prior to the filing of the Series A Elimination Certificate and the Series B Elimination Certificate there were no shares of Series A Preferred Stock or Series B Preferred Stock issued and outstanding, and no shares of Series A Preferred Stock or Series B Preferred Stock were to be issued subject to the Series A Certificate of Designation or Series B Certificate of Designation, respectively. Each of the Series A Elimination Certificate and the Series B Elimination Certificate became effective upon their filing with the Secretary of State of the State of Delaware.

The foregoing descriptions of each of the Series A Elimination Certificate and the Series B Elimination Certificate are not complete and are subject to and qualified in their entirety by reference to the Series A Elimination Certificate and the Series B Elimination Certificate, respectively, copies of which are attached to this Current Report on Form 8-K as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 | Series A Elimination Certificate |
| 3.2 | Series B Elimination Certificate |
| 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 27, 2022

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 DESIGNATION OF "LOGICMARK, INC." , FILED IN THIS OFFICE ON THE TWENTY—THIRD DAY OF JUNE, A. D. 2022, AT 11:25 O'CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

5106921 8100
SR# 20222804658

Authentication: 203748676
Date: 06-23-22

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 06/23/2022
FILED 11:25 AM 06/23/2022
SR 20222804658 - File Number 5106921

**ELIMINATION OF
CERTIFICATE OF DESIGNATIONS, PREFERENCES AND
RIGHTS
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
LOGICMARK, INC. (f/k/a NXT-ID, INC.)**

**PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW
OF THE
STATE OF DELAWARE**

The undersigned, Chia-Lin Simmons, being the Chief Executive Officer of LogicMark, Inc., a Delaware corporation (the "Corporation"), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), the following resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock") were duly adopted by unanimous written consent by the board of directors of the Corporation (the "Board of Directors") on June 17, 2022 in accordance with Section 141 of the General Corporation Law, and, pursuant to the authority conferred upon the Board of Directors by the provisions of the Corporation's certificate of incorporation, as amended (the "Certificate of Incorporation") These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of the Series A Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation authorizes preferred stock consisting of 10,000,000 shares, par value \$0.0001 per share, of capital stock of the Corporation, issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized, subject to limitations prescribed by law and by the provisions of the Certificate of Incorporation, to establish and fix the number of shares to be included in any series of such preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all 3,125,000 authorized shares of Series A Preferred Stock have been converted to shares of common stock, par value \$0.0001 per share, of the Corporation, pursuant to the provisions of Section 4 of the Certificate of Designations, Preferences and Rights of the Series A Convertible Preferred Stock of the Corporation, as amended (the "Series A Certificate of Designation"), there are no shares of Series A Preferred Stock currently issued and outstanding and no shares of Series A Preferred Stock will be issued subject to the Series A Certificate of Designation; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interests of the Corporation and its stockholders to eliminate and cancel all designations, rights and preferences of the shares of Series A Preferred Stock, and to strike all references to Series A Preferred Stock from the books and records of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation, the Board of Directors hereby cancels the Series A Certificate of Designation and eliminates all Series A Preferred Stock; and be it

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such authorized officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Elimination of Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of LogicMark, Inc. has been executed by a duly authorized officer of the Corporation on this 23rd day of June, 2022.

/s/ Chia-Lin Simmons

Chia-Lin Simmons
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 DESIGNATION OF "LOGICMARK, INC. ", FILED IN THIS OFFICE ON THE TWENTY—THIRD DAY OF JUNE, A. D. 2022, AT 11:25 O'CLOCK A. M.



Jeffrey W. Bullock, Secretary of State

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Authentication: 203748789
Date: 06-23-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:25 AM 06/23/2022
FILED 11:25 AM 06/23/2022
SR 20222804678 - File Number 5106921

**ELIMINATION OF
CERTIFICATE OF DESIGNATIONS, PREFERENCES AND
RIGHTS
OF THE
SERIES B CONVERTIBLE PREFERRED STOCK
OF
LOGICMARK, INC. (f/k/a NXT-ID, INC.)**

**PURSUANT TO SECTION 151(g)
OF THE
GENERAL CORPORATION LAW
OF THE
STATE OF DELAWARE**

The undersigned, Chia-Lin Simmons, being the Chief Executive Officer of LogicMark, Inc., a Delaware corporation (the "Corporation"), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), the following resolutions eliminating the designation and the relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series B Convertible Preferred Stock, par value \$0.0001 per share (the "Series B Preferred Stock") were duly adopted by unanimous written consent by the board of directors of the Corporation (the "Board of Directors") on June 17, 2022 in accordance with Section 141 of the General Corporation Law, and, pursuant to the authority conferred upon the Board of Directors by the provisions of the Corporation's certificate of incorporation, as amended (the "Certificate of Incorporation"). These composite resolutions eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of such Series B Preferred Stock are as follows:

WHEREAS, the Certificate of Incorporation authorizes preferred stock consisting of 10,000,000 shares, par value \$0.0001 per share, of capital stock of the Corporation, issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized, subject to limitations prescribed by law and by the provisions of the Certificate of Incorporation, to establish and fix the number of shares to be included in any series of such preferred stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series;

WHEREAS, all 4,500,000 authorized shares of Series B Preferred Stock have been converted to shares of common stock, par value \$0.0001 per share, of the Corporation, pursuant to the provisions of Section 4 of the Certificate of Designations, Preferences and Rights of the Series B Convertible Preferred Stock of the Corporation (the "Series B Certificate of Designation"), there are no shares of Series B Preferred Stock currently issued and outstanding and no shares of Series B Preferred Stock will be issued subject to the Series B Certificate of Designation; and

WHEREAS, the Board of Directors has determined it is advisable and in the best interests of the Corporation and its stockholders to eliminate and cancel all designations, rights and preferences of the shares of the Series B Preferred Stock, and to strike all references to Series B Preferred Stock from the books and records of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation, the Board of Directors hereby cancels the Series B Certificate of Designation and eliminates all Series B Preferred Stock; and be it

RESOLVED FURTHER, that the appropriate officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, in the name and on behalf of the Corporation, to prepare, execute and delivery any and all agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such authorized officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be lawfully consummated.

[Signature Page Follows]

IN WITNESS WHEREOF, this Elimination of Certificate of Designations, Preferences and Rights of Series B Convertible Preferred Stock of LogicMark, Inc. has been executed by a duly authorized officer of the Corporation on this 23rd day of June, 2022.

/s/ Chia-Lin Simmons

Chia-Lin Simmons
Chief Executive Officer