

**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): **March 2, 2023**

Assure Holdings Corp.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-40785

(Commission
File Number)

82-2726719

(IRS Employer
Identification No.)

**7887 East Belleview Avenue, Suite 500
Denver, Colorado**

(Address of principal executive offices)

80111

(Zip Code)

Registrant's telephone number, including area code: **720-287-3093**

(Former name or former address, if changed since last report)

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: **None**

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 Board of Directors of Assure Holdings Corp. (the "**Company**") approved the consolidation of the Company's authorized and issued and outstanding common stock, par \$0.001, on a twenty (old) for one (new) share basis (the "**Reverse Split**"), pursuant to Nevada Revised Statute ("**NRS**") Section 78.207. On March 2, 2023, the Company filed a Certificate of Change ("**Certificate of Change**") with the Nevada Secretary of State pursuant to NRS 78.209, to effect the Reverse Split, effective at 12:01 a.m. (Pacific Standard Time) on March 4, 2023 (the "**Effective Time**"), subject to the right of termination by the Board of Directors prior to the Effective Time.

The Board of Directors approved the Reverse Split to meet the share price requirements of the NASDAQ Capital Market.

Effect of Reverse Split

At the Effective Time, the total number of shares of common stock ("**Common Stock**") authorized by the Corporation will be reduced from 180,000,000 shares of Common Stock, par \$0.001, to 9,000,000 shares of Common Stock, par \$0.001, and the number of shares of Common Stock held by each stockholder of the Company will be consolidated automatically into the number of shares of Common Stock equal to the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Split divided by twenty (20): effecting a twenty (20) pre-split shares for one (1) post-split share reverse stock split.

No fractional shares will be issued in connection with the Reverse Split and all fractional shares will be rounded up to the next whole share, pursuant to NRS 78.205(2)(b).

As of March 3, 2023, the Company had 22,021,952 shares of Common Stock issued and outstanding, and after the Reverse Split, the Company will have approximately 1,101,098 shares of Common Stock issued and outstanding.

Also on the Effective Date, all options, warrants and other convertible securities of the Company outstanding immediately prior to the Reverse Split will be adjusted by dividing the number of shares of Common Stock into which the options, warrants and other convertible securities are exercisable or convertible by twenty (20) and multiplying the exercise or conversion price thereof by twenty (20), all in accordance with the terms of the plans, agreements or arrangements governing such options,

warrants and other convertible securities and subject to rounding to the nearest whole share.

Immediately after the Reverse Split, each stockholder's percentage ownership interest in the Company and proportional voting power will remain virtually unchanged, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Split.

No Shareholder Approval Required.

Pursuant to NRS 78.207, no consent or approval of the stockholders is required for the Reverse Split.

Symbol: CUSIP

The Common Stock is expected to begin trading on the NASDAQ Capital Market on a split-adjusted basis when the market opens on March 6, 2023, meaning that each twenty (20) pre-split shares will represent one (1) post-split share, and the share price is expected to increase mechanically in proportion to the 20:1 ratio. The Common Stock will continue to trade under its existing symbol "IONM". The new CUSIP number for the Common Stock following the Reverse Split will be 04625J303.

Certificated and Non-Certificated Shares.

The Company intends to treat stockholders holding shares of Common Stock in "street name" (that is, held through a bank, broker or other nominee) in the same manner as stockholders of record whose shares of Common Stock are registered in their names. Banks, brokers or other nominees will be instructed to effect the Reverse Split for their beneficial holders holding shares of our Common Stock in "street name;" however, these banks, brokers or other nominees may apply their own specific procedures for processing the Reverse Split. Stockholders who are holding their shares of Common Stock in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Split will automatically be reflected in their brokerage accounts.

Stockholders who are holding their shares of Common Stock electronically in direct registered book-entry form ("DRS") with Computershare Trust Company, N.A., the Company's transfer agent (the "**Transfer Agent**"), will not need to take action. The Reverse Split will automatically be reflected in the Transfer Agent's records and on such stockholders' next account statement.

Stockholders holding paper certificates may (but are not required to) exchange their stock certificates for post-split shares of Common Stock held electronically in DRS book-entry form, which means they will not receive physical stock certificates and will receive a statement of account and instructions from the Transfer Agent regarding the transition to book-entry share registration. To obtain a Letter of Transmittal or for instructions on how a stockholder should surrender his, her or its certificates representing pre-split shares of Common Stock to the Transfer Agent in exchange for post-split shares in DRS book-entry form, please contact the Transfer Agent toll free at 1 (800) 546-5141.

Nevada Filing - Certificate of Change

On March 2, 2023, the Company filed the Certificate of Change with the Nevada Secretary of State pursuant to NRS 78.209, which amends the Company's Articles of Incorporation to effect the Reverse Split, effective at the Effective Time. Pursuant to 78.209, the Board of Directors may terminate the Reverse Split at any time prior to the Effective Time by resolution and filing of a certificate of termination.

The description contained herein of the Reverse Split and proportional decrease of the Company's authorized shares of Common Stock is qualified in its entirety by reference to the Certificate of Change, a copy of which is attached to this report as Exhibit 3.1 hereto and incorporated herein by reference.

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

Certificate of Change

The information set forth in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.03.

Item 7.01 Regulation FD

On March 3, 2023, the Company issued a press release announcing the Reverse Split. A copy of the press release is attached to this report as Exhibit 99.1 and incorporated herein by this reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release filed as Exhibit 99.1 is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this report shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 8.01 Other Events

The information set forth in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 8.01.

The Company has a registration statement on Form S-3 (Files No. 333-266730 and 333-261946) and a registration statement on Form S-8 (File No. 333-262092) on file with the United States Securities and Exchange Commission (the "Commission"). Commission regulations permit the Company to incorporate by reference future filings made with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offerings covered by registration statements filed on Form S-3 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 of this Current Report on Form 8-K is therefore intended to be automatically incorporated by reference into each of the active registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act, the amount of undistributed shares of Common Stock deemed to be covered by the effective registration statements of the Company described above are proportionately reduced as of the Effective Time to give effect to the Reverse Split.

Item 9.01 Exhibits

Exhibit No.	Name
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SIGNATURE

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ASSURE HOLDINGS CORP.

Date: March 3, 2023

By: /s/ John Price
Name: John Price
Title: Chief Financial Officer

FRANCISCO V. AGUILAR
Secretary of State

GABRIEL DI CHLARA
Chief Deputy

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-3708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-3880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

03/02/2023

Work Order Item Number: W2023030201815-2743755
Filing Number: 20232997727
Filing Type: Certificate Pursuant to NRS 78.209
Filing Date/Time: 3/2/2023 1:55:00 PM
Filing Page(s): 1

Indexed Entity Information:

Entity ID: E0232292017-6 **Entity Name:** ASSURE HOLDINGS
CORP
Entity Status: Active **Expiration Date:** None

Commercial Registered Agent
InCorp Services Inc
3773 Howard Hughes Parkway Suite 500S, Las Vegas, NV 89169, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Secretary of State



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 E0232292017-6
Secretary of State State Of Nevada	Filing Number 20232997727
	Filed On 3/2/2023 1:55:00 PM
	Number of Pages 1

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.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <input style="width: 90%;" type="text" value="Assure Holdings Corp"/>
	Entity or Nevada Business Identification Number (NVID): <input style="width: 80%;" type="text" value="E0232292017-6"/>
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: Common Stock Authorized: 180,000,000, par value \$0.001
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: Common Stock Authorized: 9,000,000, par value \$0.001
4. Issuance:	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: 20:1 Reverse Stock Split. Each twenty (20) shares of issued and outstanding common stock will consolidate into one (1) share of common stock.
5. Provisions:	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: No fractional shares will be issued. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.
6. Provisions:	The required approval of the stockholders has been obtained.
7. Effective date and time: (Optional)	Date: <input style="width: 150px;" type="text" value="03/04/2023"/> Time: <input style="width: 100px;" type="text" value="12:01 a.m."/> <small>(must not be later than 90 days after the certificate is filed)</small>
8. Signature: (Required)	<input checked="" type="checkbox"/> <input style="width: 150px;" type="text" value="CFO"/> <input style="width: 100px;" type="text" value="03/02/2023"/> <small>Signature of Officer Title Date</small>

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

Assure Announces Reverse Stock Split

DENVER, March 3, 2023 (GLOBE NEWSWIRE) – Assure Holdings Corp. (the “Company” or “Assure”) (NASDAQ: IONM), a provider of intraoperative neuromonitoring (“IONM”) and remote neurology services, today announced that it effected a reverse stock split (the “Reverse Stock Split”) of its shares of common stock, \$0.001 par value, at a ratio of 20 (old) for 1 (new) that will become effective on March 4, 2023 at 12:01 a.m. Pacific Standard Time.

Assure’s common stock expected to begin trading on the NASDAQ Capital Market on a split-adjusted basis when the market opens on March 6, 2023, meaning that each twenty (20) pre-split shares will represent one (1) post-split share and the share price is expected to increase mechanically in proportion to the 20:1 ratio. Assure’s common stock will continue to trade under its existing symbol “IONM.”. The new CUSIP number for the common stock following the Reverse Stock Split will be 04625J303.

The Reverse Stock Split is primarily intended to bring the Company into compliance with the minimum bid price requirement for maintaining the listing of its common stock on the NASDAQ Capital Market and to make the bid price more attractive to investors.

As a result of the 20:1 Reverse Stock Split, the total number of shares of common stock authorized by the Company under its Articles of Incorporation will be reduced from 180,000,000 shares of common stock, par value \$0.001, to 9,000,000 shares of common stock, par value \$0.001. The number of shares of common stock held by each stockholder of the Company will consolidate automatically on a twenty (old) shares for one (new) share basis. No fractional shares will be issued in connection with the Reverse Stock Split. All fractional shares will be rounded up to the nearest whole share, pursuant to NRS 78.205(2)(b).

The Reverse Stock Split will affect all issued and outstanding shares of common stock. All outstanding options, restricted stock awards, warrants, preferred stock and convertible notes and other securities entitling their holders to purchase or otherwise receive shares of common stock will be adjusted as a result of the Reverse Stock Split by decreasing the number of shares acquireable pursuant to the ratio of 20:1 and increasing the exercise or conversion price, as applicable, by the same ratio, as required by the terms of each such security. The number of shares of common stock available to be awarded under the Company’s equity incentive plans will also be proportionately adjusted.

As of March 3, 2022, the Company had 22,021,952 shares of common stock issued and outstanding, and after the Reverse Stock Split, the Company will have approximately 1,101,098 shares of common stock issued and outstanding.

Immediately after the Reverse Stock Split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain virtually unchanged, except for minor changes and adjustments that will result from rounding fractional shares into whole shares, as applicable. The rights and privileges of the holders of shares of common stock will be substantially unaffected by the Reverse Stock Split.

The Company’s transfer agent, Computershare Trust Company, N.A. (“Computershare”), will serve as exchange agent for the Reverse Stock Split and will provide instructions to stockholders of record regarding the Reverse Stock Split. Unless otherwise requested by the stockholder, Computershare will be issuing all of the post-split shares in paperless, “book-entry” form, and unless otherwise requested by the stockholder, Computershare will hold the shares in an account set up for the stockholder. All book-entry or other electronic positions representing issued and outstanding shares of our common stock will be automatically adjusted. Those stockholders holding our common stock in “street name” will receive instructions from their brokers. For assistance from Computershare please call 1 (800) 546-5141.

About Assure Holdings

Assure Holdings Corp. is a best-in-class provider of outsourced intraoperative neuromonitoring and remote neurology services. The Company delivers a turnkey suite of clinical and operational services to support surgeons and medical facilities during invasive procedures that place the nervous system at risk including neurosurgery, spine, cardiovascular, orthopedic and ear, nose and throat surgeries. Assure employs highly trained technologists that provide a direct point of contact in the operating room. Physicians employed through Assure subsidiaries simultaneously monitor the functional integrity of patients’ neural structures throughout the procedure communicating in real-time with the surgeon and technologist. Accredited by The Joint Commission, Assure’s mission is to provide exceptional surgical care and a positive patient experience. For more information, visit the Company’s website at www.assureneuromonitoring.com.

Forward-Looking Statements

This news release contains “forward-looking statements” within the meaning of applicable securities laws, including, the Private Securities Litigation Reform Act of 1995. Such statements include comments with respect to, among other things, Assure’s ability to effectuate the Reverse Stock Split, expectations with respect to the market conditions following the Reverse Stock Split, the Company’s ability to satisfy the listing requirements of NASDAQ and the expectation that the Reverse Split will satisfy the minimum share price requirements of NASDAQ. Forward-looking statements may generally be identified by the use of the words “anticipates,” “expects,” “intends,” “plans,” “should,” “could,” “would,” “may,” “will,” “believes,” “estimates,” “potential,” “target,” or “continue” and variations or similar expressions. These statements are based upon the current expectations and beliefs of management and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include, but are not limited to: the uncertainty surrounding the impact of COVID-19 on the Company’s operations and business, its remote neurology business, and economic activity in general; and risks and uncertainties discussed in our most recent annual and quarterly reports filed with the United States Securities and Exchange Commission, including our annual report on Form 10-K filed on March 14, 2022, and available on the Company’s EDGAR profile at www.sec.gov, which risks and uncertainties are incorporated herein by reference. Except as required by law, Assure does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

Investor Contact

Brett Maas, Managing Principal, Hayden IR
ionm@haydenir.com
(646) 536-7331
