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**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 14, 2023**

**Assure Holdings Corp.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>001-40785</b> (Commission File Number)	<b>82-2726719</b> (IRS Employer Identification No.)
<b>7887 East Belleview Avenue, Suite 500 Denver, CO</b> (Address of principal executive offices)		<b>80111</b> (Zip Code)

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

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(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	IONM	NASDAQ Capital Market

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 ☒ x

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. ☐

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 14, 2023, Assure Holdings Corp. (the “Company”) entered into Amendment No. 1 (the “Amendment”), dated June 1, 2023, to the Non-Transferable Warrants to Purchase Common Shares of the Company issued on June 14, 2021 (the “Warrants”). Pursuant to the Amendment, effective May 16, 2023, the Company and the holder of the Warrants agreed to reduce the exercise price of the Warrants from \$151 per share (adjusted from the original exercise price of \$1.51 to reflect subsequent reverse stock splits in the Company’s common stock) to \$1.20 per share. No other terms of the Warrants were amended and the Warrants remain in full force and effect.

The above is a summary of the material terms of the Amendment and is qualified in its entirety by the Amendment which is attached hereto as Exhibit 4.1 and incorporated herein by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

The disclosure set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 9.01 Exhibits**

<b>Exhibit No.</b>	<b>Name</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amendment No. 1 to Non-Transferable Warrants dated June 14, 2023</u></a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).

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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: June 21, 2023

By: /s/ John Price

Name: John Price

Title: Chief Financial Officer

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**AMENDMENT NO. 1  
TO  
NON-TRANSFERABLE WARRANTS TO PURCHASE COMMON SHARES  
OF  
ASSURE HOLDINGS CORP.**

This Amendment Number One (“**Amendment One**”) to the Non-Transferable Warrants to Purchase Common Shares of Assure Holdings Corp. (the “**Corporation**”) issued to Centurion Financial Trust (the “**Warrantholder**”) on June 14, 2021 and represented by Certificate WC-US-2021-001 (the “**Original Warrant**”) is dated effective as of May 16, 2023 (the “**Effective Date**”). The Corporation and the Warrantholder hereby mutually agree to amend the terms of the Original Warrants pursuant to the terms and conditions of this Amendment One.

The Exercise Price as defined in the Original Warrant as US\$1.51 (adjusted to \$151 per share following the Corporation’s subsequent reverse stock splits of 5 to 1 and 20 to 1), subject to adjustment as provided pursuant to the terms of the Original Warrant, is hereby amended to be US\$1.20. The Subscription Form attached as Schedule A to the Original Warrant is hereby replaced in its entirety with the Subscription Form attached hereto as Schedule A.

No other terms or conditions of the Original Warrant are hereby amended, altered or changed and the Original Warrant remains in effect pursuant to its original terms except as modified and amended hereby.

IN WITNESS WHEREOF the Corporation has caused this Amendment One to be signed by an authorized officer of the Corporation as of June 1, 2023.

**ASSURE HOLDINGS CORP.**

Per: /s/ John Price

John Price

Authorized Signing Officer

Acknowledged and agreed by an authorized officer of the Warrantholder on June 1, 2023.

Per: /s/ Greg Romundt

Greg Romundt

Authorized Signing Officer

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## SCHEDULE A

### SUBSCRIPTION FORM

TO: ASSURE HOLDINGS CORP.

The undersigned hereby subscribes for shares of common stock (“**Common Shares**”) of Assure Holdings Corp. (the “**Corporation**”) (or such other number of Common Shares or other securities to which such subscription entitles the undersigned in lieu thereof or in addition thereto pursuant to the provisions of the warrant certificate WC-US-2021-001 (the “**Warrant Certificate**”) issued by the Corporation) at the purchase price of US\$1.20 per Common Share (or at such other purchase price as may be in effect under the provisions of the Warrant Certificate) and on and subject to the other terms and conditions specified in the Warrant Certificate and hereunder and encloses herewith a certified cheque, bank draft or money order in lawful money of the United States of America payable to the Corporation or has transmitted same day funds in lawful money of the United States of America by wire to such account as the Corporation directed the undersigned in payment of the subscription price.

By executing this subscription form, the undersigned hereby acknowledges, represents and warrants:

1. The following legends will be placed on the certificates representing the Common Shares irrespective of the date of exercise:

“THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR UNDER ANY STATE SECURITIES LAWS. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE OFFERED, SOLD, ASSIGNED, PLEDGED, ENCUMBERED OR OTHERWISE TRANSFERRED IN THE ABSENCE OF SUCH REGISTRATION UNLESS SUCH TRANSACTION IS EXEMPT FROM, OR NOT SUBJECT TO, REGISTRATION UNDER THE SECURITIES ACT, AND EXCEPT AS SET FORTH BELOW. BY ITS ACQUISITION HEREOF, THE HOLDER AGREES THAT IT WILL NOT OFFER, RESELL OR OTHERWISE TRANSFER THIS SECURITY, EXCEPT (A) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, (B) TO ASSURE HOLDINGS CORP., (C) IN COMPLIANCE WITH (i) RULE 144A UNDER THE U.S. SECURITIES ACT TO A PERSON THE SELLER REASONABLY BELIEVES TO BE A QUALIFIED INSTITUTIONAL BUYER (AS DEFINED IN RULE 144A); OR (ii) RULE 144 UNDER THE U.S. SECURITIES ACT (“RULE 144”), IF AVAILABLE (D) OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN COMPLIANCE WITH REGULATION S UNDER THE SECURITIES ACT, OR (E) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE STATE SECURITIES LAWS. ADDITIONALLY, FOR ANY TRANSFER REFERRED TO IN CLAUSE (C)(ii) or (E), OR IF REQUESTED BY ASSURE HOLDINGS CORP. OR THE TRANSFER AGENT FOR THE SECURITIES, (D), THE HOLDER MUST, PRIOR TO SUCH TRANSFER, FURNISH TO THE COMPANY OR TRANSFER AGENT SUCH CERTIFICATIONS, LEGAL OPINIONS OR OTHER INFORMATION AS THE COMPANY OR THE TRANSFER AGENT MAY REASONABLY REQUIRE TO CONFIRM THAT SUCH TRANSFER IS BEING MADE PURSUANT TO AN EXEMPTION FROM OR IN A TRANSACTION NOT SUBJECT TO THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT. THE HOLDER HEREOF AGREES THAT IT WILL NOT, DIRECTLY OR INDIRECTLY, ENGAGE IN ANY HEDGING TRANSACTION WITH REGARD TO THE SECURITIES EXCEPT AS PERMITTED BY THE SECURITIES ACT.”

2. That the undersigned is not a U.S. Person, or a Person in the United States, and is not acquiring any of the Common Shares issuable upon the exercise of the Warrants for the account or benefit of, a U.S. Person or Person in the United States and none of the persons listed above is a U.S. Person or a Person in the United States. For purposes hereof, (a) “United States” means the United States of America, its territories or possessions, any state thereof or the District of Columbia and (b) a “U.S. Person” means any natural person resident in the United States, any partnership or corporation organized or incorporated under the laws of the United States, any estate of which any executor or administrator is a U.S. Person, any trust of which any trustee is a U.S. Person, any agency or branch of a foreign entity located in the United States, any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person, any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized or incorporated, or, if an individual, resident, in the United States or any partnership or corporation organized or incorporated under the laws of a country other than the United States if formed by a U.S. Person principally for the purpose of investing in securities not registered under the United States Securities Act of 1933, as amended.

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3. The undersigned hereby directs that the Common Shares subscribed for pursuant to the exercise of the Warrant be registered in the name of and delivered as follows:

<u>Name in Full</u>	<u>Address</u>	<u>Number of Warrants Exercised</u>

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
(Print Name)

By:  
\_\_\_\_\_  
(Signature)

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