

**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): **July 5, 2024**

**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 240  
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.**

**Reverse Stock Split**

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 an eighteen (18) (old) for one (1) (new) share basis (the "**Reverse Split**"), pursuant to Nevada Revised Statute ("**NRS**") Section 78.207. On July 5, 2024, 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 July 9, 2024 (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 bid 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 250,000,000 shares of Common Stock, par \$0.001, to 13,888,888 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 eighteen (18): effecting an eighteen (18) 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 July 8, 2023, the Company had 10,602,306 shares of Common Stock issued and outstanding, and after the Reverse Split, the Company will have approximately 589,017 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 eighteen (18) and multiplying the exercise or conversion price thereof by eighteen (18), 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 July 9, 2024, meaning that each eighteen (18) pre-split shares will represent one (1) post-split share, and the share price is expected to increase mechanically in proportion to the 18:1 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 04625J402.

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#### *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 July 5, 2024, 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 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-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-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.

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#### **Item 9.01 Exhibits**

<u>Exhibit No.</u>	<u>Name</u>
<u>3.1</u>	<u><a href="#">Certificate of Change</a></u>
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: July 9, 2024

By: /s/ John Farlinger  
Name: John Farlinger  
Title: Chief Executive Officer

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**FRANCISCO V. AGUILAR**  
Secretary of State

**DEPUTY BAKKEDAHL**  
Deputy Secretary for  
Commercial Recordings

**STATE OF NEVADA**



**OFFICE OF THE  
SECRETARY OF STATE**

*Commercial Recordings Division*  
401 N. Carson Street  
Carson City, NV 89701  
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North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

**Certified Copy**

7/5/2024 12:52:40 PM

**Work Order Number:** W2024070500713  
**Reference Number:** 20244168171  
**Through Date:** 7/5/2024 12:52:40 PM  
**Corporate Name:** ASSURE HOLDINGS CORP

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State’s Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20244168165	Certificate Pursuant to NRS 78.209	1



Certified By: Ashley Popham  
Certificate Number: B202407054782909  
You may verify this certificate  
online at <https://www.nvsilverflume.gov/home>

Respectfully,

FRANCISCO V. AGUILAR  
Nevada Secretary of State



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

Filed in the Office of <i>FV Aguilar</i>	Business Number <b>E0232292017-6</b>
Secretary of State State Of Nevada	Filing Number <b>20244168165</b>
	Filed On <b>7/5/2024 12:04:00 PM</b>
	Number of Pages <b>1</b>

## 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: <div style="border: 1px solid black; padding: 2px; width: 80%;">Assure Holdings Corp</div>	
	Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px; width: 80%;">E0232292017-6</div>	
<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: Common Stock Authorized: 250,000,000, par value \$0.001	
<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: Common Stock Authorized: 13,888,888, par value \$0.001	
<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: 18:1 Reverse Stock Split. Each eighteen (18) shares of issued and outstanding common stock will consolidate in one (1) share of common stock	
<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: No fractional shares will be issued. Any fractional shares resulting from the reverse stock split 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:</b> (Optional)	Date: <div style="border: 1px solid black; padding: 2px; width: 150px;">07/09/2024</div>	Time: <div style="border: 1px solid black; padding: 2px; width: 100px;">12:01 a.m.</div> <small>(must not be later than 90 days after the certificate is filed)</small>
<b>8. Signature:</b> (Required)	<input checked="" type="checkbox"/> <u>/s/ John Farlinger</u> Signature of Officer	<div style="border: 1px solid black; padding: 2px; width: 100px;">CEO</div> <div style="border: 1px solid black; padding: 2px; width: 100px;">07/03/2024</div> Title Date

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