

**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): **November 4, 2021**

Assure Holdings Corp.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| Nevada <small>(State or other jurisdiction of incorporation)</small> | 001-40785 <small>(Commission File Number)</small> | 82-2726719 <small>(IRS Employer Identification No.)</small> |
| 4600 South Ulster Street, Suite 1225 Denver, CO <small>(Address of principal executive offices)</small> | | 80237 <small>(Zip Code)</small> |

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|--------------------------|--|
| 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

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

Amendment No. 2 to Bylaws

Effective November 4, 2021, the Board of Directors approved amendments (“**Amendment No. 2**”) to provisions of the By-Law No.1 of the Corporation, effective November 5, 2017, as previously amended by Amendment No. 1 on September 2, 2021 (as previously amended, the “**Bylaws**”). The amendment was made to clarify the voting standards for the Company’s election of directors and at its annual meetings. Amendment No. 2 to the Bylaws amended the following:

Section 3.4.1 of the Bylaws was amended to add a statement that the election of directors requires a plurality of the votes cast at the meeting of the shareholders.

Section 10.15 of the Bylaws was amended to clarify that questions before the shareholders *other than the election of directors* will be determined by a majority of the votes cast on such matter by holders of voting stock present in person or by proxy at the meeting and entitled to vote on such matter.

Additionally, Section 10.15 of the Bylaws was amended to add a provision clarifying the voting standard for matters requiring the separate vote of a certain class of voting stock to state that where a separate vote by a class or classes, present in person or represented by proxy, shall constitute a quorum entitled to vote on that matter, the affirmative vote of the majority of the votes cast by holders of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class.

Finally, Section 10.15 of the Bylaws was amended by adding a provision that clarifies that abstentions and broker non-votes on a matter, while present at a meeting for quorum purposes, are not counted as votes “cast” on such matters.

The description contained herein of the Amendment No. 2 is qualified in its entirety by reference to Amendment No. 2 to the Bylaws, a copy of which is attached to this report as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01 Exhibits

Exhibit No. Name

- 3.1 [Amendment No. 2 to the Bylaws](#)
- 104 Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).



**AMENDMENT No. 2
TO BY-LAW No. 1 OF
ASSURE HOLDINGS CORP.
(the "Corporation")**

By resolution of the Board of Directors of Assure Holdings Corp. (the "**Board**") this Amendment No. 2 amends By-law No. 1 of the Corporation, effective as of November 5, 2017, as previously amended by Amendment No. 1 on September 2, 2021 (as previously amended, the "**Bylaws**"), as follows:

1. Section 3.4.1 of the Bylaws is hereby deleted in its entirety and restated as follows:

3.4.1 Directors shall be elected by the shareholders in a meeting on a show of hands unless a poll is demanded, and if a poll is demanded, such election shall be by ballot. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the shareholders otherwise determine. Directors shall be elected by a plurality of the votes cast at a meeting of the shareholders.

2. Section 10.15 of the Bylaws is hereby deleted in its entirety and restated as follows:

10.15 Votes to Govern

At any meeting of shareholders every question other than the election of directors, which shall be governed by Section 3.4.1, shall, unless otherwise required by the articles or these by-laws or by law, be determined by the affirmative vote of a majority of the votes cast by holders of voting stock present in person or represented by proxy at the meeting and entitled to vote on such matter. Where a separate vote by a class or classes, present in person or represented by proxy, shall constitute a quorum entitled to vote on that matter, the affirmative vote of the majority of the votes cast by holders of shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class, unless otherwise provided by law, in the articles or these by-laws. In determining the number of votes cast for or against a proposal or nominee, shares abstaining from voting on a matter will not be treated as a vote "cast". A non-vote by a broker on a matter will be counted for purposes of determining quorum at a meeting but not for the purposes of determining the number of votes "cast" on such matter. In case of an equality of votes either upon a show of hand or upon a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

3. Terms used herein but not otherwise defined shall have the meaning ascribed to them in the Bylaws.
 4. Pursuant to Section 78.120 of the Nevada Revised Statutes and the Bylaws, this Amendment has been approved by the Board.
 5. Except as amended by this Amendment No.2 to the Bylaws, the Bylaws remain in full force and effect.
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CERTIFICATION OF AMENDMENT

I, John Price, the duly appointed Corporate Secretary of Assure Holdings Corp., hereby certify the Amendment No. 2 to By-law No. 1 of Assure Holdings Corp. has been approved by resolutions of the Board of Directors on November 4, 2021.

/s/ John Price _____

John Price, Corporate Secretary