

**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): **December 9, 2021**

**Assure Holdings Corp.**

(Exact name of registrant as specified in its charter)

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

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

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 5.07. Submission of Matters to a Vote of Security Holders**

On December 9, 2021, Assure Holdings Corp. (the “Company”) held its 2021 annual meeting of stockholders (the “Meeting”). The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal is set forth in the Company’s proxy statement on Schedule 14A, as filed with the Commission on November 9, 2021. A total of 7,023,109 shares of common stock were present at the Meeting, representing approximately 59.32% of the issued and outstanding common stock.

**Proposal One– Election of Directors**

Each of the following individuals were elected as the directors of the Company to hold office until the next annual meeting of the stockholders of the Company or until their successors are elected or appointed:

Preston Parsons  
 Martin Burian  
 John Farlinger  
 Christopher Rumana  
 Steven Summer  
 John Flood

The detailed ballot voting in respect of the election of directors was as follows:

<b>Nominee</b>	<b>Votes FOR</b>	<b>Votes WITHHELD</b>	<b>Broker Non-Votes</b>
Preston Parsons	6,480,885	83,524	319,667
Martin Burian	6,499,934	64,475	319,667
John Farlinger	6,503,793	60,616	319,667
Christopher Rumana	6,500,534	63,875	319,667
Steven Summer	6,499,934	64,475	319,667
John Flood	6,500,534	63,875	319,667

**Proposal Two – Appointment of Auditors**

By a resolution passed, the stockholders ratified the appointment of Baker Tilly US, LLC as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2021.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAIN</b>	<b>Broker Non-Votes</b>
6,828,889	54,787	400	0

**Proposal Three – Advisory Vote on Executive Compensation**

By a resolution passed, the resolution regarding the advisory non-binding approval of executive compensation was approved.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAIN</b>	<b>Broker Non-Votes</b>
6,449,228	114,752	429	319,667

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**Proposal Four – Advisory Vote on Frequency of Advisory Vote on Executive Compensation**

By a resolution passed, the resolution regarding the non-binding frequency of advisory votes on executive compensation was approved with 3 years being the recommendation of stockholders. Based on the recommendation of the Board to the stockholders and the stockholders recommendation, the Board has determined that the Company will hold advisory votes on executive compensation every three years.

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
179,630	1,190	6,382,869	720	319,667

**Proposal Five – Approval of 2021 Stock Incentive Plan**

By a resolution passed, the resolution regarding the approval of the 2021 Stock Incentive Plan was approved, including the approval of the disinterested stockholders in accordance with the requirements of the TSX Venture Exchange (“Disinterested Stockholder Approval”).

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
6,420,358	123,034	21,017	319,667

Disinterested Stockholder Approval:

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
1,781,016	123,034	21,017	319,667

**Proposal Six – Approval of 2021 Employee Stock Purchase Plan**

By a resolution passed, the resolution regarding the approval of the 2021 Employee Stock Purchase Plan was approved, including the Disinterested Stockholder Approval.

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
6,470,855	72,537	21,017	319,667

Disinterested Stockholder Approval:

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
1,831,513	72,537	21,017	319,667

**Proposal Seven – Approval of Amendments to Amended 2020 Stock Option Plan**

By a resolution passed, the resolution regarding the approval of amendments to the Amended 2020 Stock Option Plan was approved, including the Disinterested Stockholder Approval.

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
6,418,530	124,762	21,117	319,667

Disinterested Stockholder Approval:

Votes FOR	Votes AGAINST	Votes ABSTAIN	Broker Non-Votes
1,779,188	124,762	21,117	319,667

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**Proposal Eight – Approval of Amendments to 2020 Equity Incentive Plan**

By a resolution passed, the resolution regarding the approval of amendments to the 2020 Equity Incentive Plan was approved, including the Disinterested Stockholder Approval.

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAIN</b>	<b>Broker Non-Votes</b>
6,418,530	79,337	66,542	319,667

Disinterested Stockholder Approval:

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Votes ABSTAIN</b>	<b>Broker Non-Votes</b>
1,779,188	79,337	66,542	319,667

**Item 7.01 Regulation FD**

On December 10, 2021, Assure Holdings Corp. issued a press release announcing results of the Meeting. A copy of the press release is attached to this report as Exhibit 99.1. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release 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 9.01 Exhibits**

**Exhibit No.**      **Name**

- 99.1                    [Press Release dated December 10, 2021](#)
- 104                    Cover Page Interactive Data File (formatted in Inline XBRL and included as Exhibit 101).







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## Assure Holdings Announces Results of Annual General Meeting of Shareholders

DENVER, December 10, 2021 (GLOBE NEWSWIRE) --Assure Holdings Corp. (the "**Company**" or "**Assure**") (NASDAQ: IONM; TSXV: IOM), a provider of intraoperative neuromonitoring services ("**IONM**"), announced that it held its virtual annual general meeting of shareholders (the "**Meeting**") yesterday and that all matters submitted to the shareholders of the Company for approval as set out in the Company's definitive proxy statement dated November 9, 2021 (the "**Proxy Statement**"), were approved by the requisite majority of votes cast at the Meeting, including:

- Electing all nominees to the board of directors of the Company, including Martin Burian, John Farlinger, Preston Parsons, Christopher Rumana, Steven Summer and John Flood.
- Re-appointing Baker Tilly US (formerly, Squar Milner, LLP) as auditors of the Company for the ensuing year.
- Approving the executive compensation for the Company's named executive officers.
- Approving the frequency of advisory votes on executive compensation, being every three years.
- Approving certain amendments to the Company's stock option plan (the "**2020 Option Plan**").
- Approving certain amendments to the Company's equity incentive plan (the "**2020 Equity Incentive Plan**").
- Approving the Company's new stock incentive plan (the "**2021 Stock Incentive Plan**").
- Approving the Company's new employee stock purchase plan (the "**2021 Employee Stock Purchase Plan**").

Pursuant to the terms of the 2021 Stock Incentive Plan and 2021 Employee Stock Purchase Plan, the maximum aggregate number of shares that may be issued under all awards under such plans, plus any shares granted under the 2020 Option Plan and 2020 Equity Incentive Plan, is 2,367,260 shares.

The amendments to the 2020 Option Plan, the amendments to the 2020 Equity Incentive Plan, the 2021 Stock Incentive Plan and the 2021 Employee Stock Purchase Plan each remain subject to the approval of the TSX Venture Exchange (the "**TSXV**").

For further details regarding the matters approved at the Meeting, please see a copy of the Proxy Statement, which is available on the Company's profile at [www.sec.gov](http://www.sec.gov).

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#### **About Assure Holdings**

Assure Holdings Corp. is a Colorado-based company that works with neurosurgeons and orthopedic spine surgeons to provide a turnkey suite of services that support intraoperative neuromonitoring activities during invasive surgeries. Assure employs its own staff of technologists and uses its own state-of-the-art monitoring equipment, handles 100% of intraoperative neuromonitoring scheduling and setup, and bills for all technical services provided. Assure Neuromonitoring is recognized as providing the highest level of patient care in the industry and has earned the Joint Commission's Gold Seal of Approval®. For more information, visit the company's website at [www.assureneuromonitoring.com](http://www.assureneuromonitoring.com).

#### **Forward-Looking Statements**

This news release may contain "forward-looking statements" within the meaning of applicable securities laws, including, but not limited to: the expected attendees of the conferences; and the Company's ability to meet with the attendees. 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 TSXV may not approve the amendments to the 2020 Option Plan, the amendments to the 2020 Equity Incentive Plan, the 2021 Stock Incentive Plan and the 2021 Employee Stock Purchase Plan; the uncertainty surrounding the spread of COVID-19 and the impact it will have on the Company's operations 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 30, 2021, and with the Canadian securities regulators and available on the Company's profiles on EDGAR at [www.sec.gov](http://www.sec.gov) and SEDAR at [www.sedar.com](http://www.sedar.com), 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.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

#### **Contact**

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