

**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): **October 27, 2022**

**Assure Holdings Corp.**

(Exact name of registrant as specified in its charter)

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

<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. ☐

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 27, 2022, the Board of Directors (the “**Board**”) of Assure Holdings Corp. (the “**Company**”) received and accepted the resignation of Preston Parsons as a director on the Board, effective immediately. Mr. Parsons’ resignation was as a result of a disagreement between Mr. Parsons and the Company, including its management and independent directors. Mr. Parsons did not hold any position on any committees of the Board.

On August 31, 2022, at a meeting of the Nomination and Corporate Governance Committee (the “**Committee**”) of the Board of the Company, the Committee reviewed certain personal financial news from Mr. Parsons. The Committee concluded that Mr. Parsons’ actions in combination with several previously considered past actions gave rise to the appearance of a lack of judgment and raised doubts regarding Mr. Parsons’ ability to continue to act in the best interests of the Company and in accordance with the Company’s Code of Business Conduct and Ethics (the “**Code**”). Therefore, the Committee requested that Mr. Parsons resign from the Board immediately. At that time, Mr. Parsons declined to resign from the Board.

On October 18, 2022, the Committee reviewed certain alleged violations of the Code by Mr. Parsons, regarding unauthorized and unsolicited communications with a stockholder of the Company. On October 19, 2022, the Committee delivered a letter to Mr. Parsons detailing the violations of the Code as determined in the judgment of the Committee and requested that Mr. Parsons resign from the Board immediately. Mr. Parsons did not respond to that request or to the Committee’s letter.

Subsequently, on October 27, 2022, Mr. Parsons delivered a letter of resignation. As indicated in the letter, which is attached hereto as Exhibit 99.1, Mr. Parsons stated that he is resigning because he disagrees with the course of management of the Company and his beliefs regarding actions that should be taken in relation thereto.

The Company’s management and the Board disagree with the commentary and accusations included in Mr. Parsons resignation letter. The Company believes that Mr. Parsons statements are self-serving to cover for the list of actions he has taken for his own personal benefit to the detriment of the Company, including, but not limited to, those actions that resulted in him repaying millions of dollars owed to the Company, surrendering shares back to the Company and resigning as Chief Executive Officer of the Company in 2018 and the above described actions which resulted in the independent members of the Committee seeking his resignation from the Board twice this year.

**Item 9.01 Exhibits**

<b>Exhibit No.</b>	<b>Name</b>
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99.1	<a href="#">Resignation Letter of Preston Parsons</a>
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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: November 1, 2022

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

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10/26/2022

Delivered via Email

Board of Directors: Assure Holdings Corp.  
7887 E. Belleview Suite 500  
Englewood, CO 80111  
Attn: John Farlinger, CEO and Chief Executive Officer

Gentlemen:

I, Preston Parsons, Founder of Assure Holdings Corp. (Assure), solely because of the reasons listed below, regretfully must resign from the Board of Directors of Assure, effective immediately.

Unfortunately for shareholders, surgeons, hospitals, patients and most importantly employees of Assure, the current independent board members of Assure seem content to stand by and do nothing as this company deteriorates. I am the only board member who has been willing to stand up and challenge the current leadership and management of Assure. I have been vocal and adamant during board meetings about the issues negatively impacting the company. This sadly has fallen on deaf ears and thus I refuse to stand by and have my name continue to be associated with this debacle.

Under current leadership, Assure is suffering from poor execution and financial performance, low company morale, a toxic culture and the lack of a clear direction for the company. These problems are reflected in the company's woeful share price performance. Since the day the current leader of the company took over, some 5+ years ago, the share price has declined 95%! How can the board members of a publicly traded company continue to support the company's current direction? I certainly don't. Board meetings simply rubber-stamp management proposals and are rarely constructive. The independent board members refuse to ask critical questions as to why the company is failing and have refused to objectively evaluate current leadership or hold it accountable for its failures.

I started this company in 2015 to solve several issues that plagued almost all companies in the IONM industry at that time. In the early years of the company, I made sure we focused on service. We strived for best-in-class service for the surgeon and our employees, so the patient could have the best possible surgical outcome. The design since day one was to be the first true disrupter in the industry. We had much success early on building a flourishing and profitable organization. We served thousands of patients and improved the lives of many new employees who joined Assure because we were doing things better than all other IONM companies. Unfortunately, as we sit here today under current leadership's guidance, Assure has morphed into a company that now resembles all of the other struggling IONM companies in the industry that I never wanted us to be like. There is no vision, inspiration, or action from current leadership to be a unique IONM company and this has led to predictably dismal results.

Further, rather than focusing on improving the company's performance, the board has spent its time looking for ways to publicly defame me. This includes diverting focus to conduct an "investigation" of a conversation I had with another shareholder. In an obvious attempt to entrench yourselves, you have concluded that it is impermissible for me as the company's largest shareholder, to speak to the second-largest shareholder to discuss issues regarding the company's direction and management.

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It's clear you have been more concerned with spending your time and efforts to disparage me, instead of using that time to objectively evaluate the company and leadership. That speaks volumes as to why this company continues to languish. Surgeons, patients, employees, and shareholders deserve better!

As the company's largest shareholder, I will continue to look for ways to turn the company's fortunes around and will consider all avenues to do so. But given the current board and senior management, I have decided that I can no longer effectively pursue this goal as a director.

Sincerely,

Preston Parsons

Founder, Assure Holdings Corp. (NASDAQ: IONM)

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