

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 20, 2023

**MOVANO INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40254**  
(Commission File Number)

**82-4233771**  
(I.R.S. Employer  
Identification No.)

**6800 Koll Center Parkway Pleasanton, CA**  
(Address of Principal Executive Offices)

**94566**  
(Zip Code)

Registrant's telephone number, including area code: **(415) 651-3172**

Not Applicable  
(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:

- 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, \$0.0001 par value per share	MOVE	The Nasdaq Stock Market LLC

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.**

On June 21, 2023, Movano Inc. filed a Certificate of Amendment to its Third Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 75,000,000 to 150,000,000 shares, as further described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2023 (the "2023 Proxy Statement") and as approved at the Company's 2023 Annual Meeting of Stockholders (the "2023 Annual Meeting"), with the Secretary of State of the State of Delaware. The Certificate of Amendment became effective on upon filing with the Secretary of State.

The foregoing description of the Certificate Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed herewith as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

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

On June 20, 2023, the Company held its 2023 Annual Meeting. The certified results of each of the matters voted upon at the 2023 Annual Meeting, which are more fully described in the 2023 Proxy Statement, follow.

The Company's stockholders elected the two nominees to the Company's Board of Directors to serve for three-year terms as Class II directors, with the votes cast as follows:

<b>Director Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
John Mastroianni	9,501,341	534,320	12,465,346
Rubén Caballero	9,320,035	715,626	12,465,346

The Company's stockholders approved the Certificate of Amendment to the Company's Third Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 75,000,000 to 150,000,000 shares, with votes cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
20,768,159	1,160,355	572,493

The Company's stockholders ratified the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for 2023, with votes cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
21,851,777	171,848	477,382

**Item 9.01 Financial Statements and Exhibits.**

**Exhibits**

The following exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
3.1	<a href="#">Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the Company</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2023

**MOVANO INC.**

By: /s/ J Cogan  
J Cogan  
Chief Financial Officer

**CERTIFICATE OF AMENDMENT**  
**OF**  
**THIRD AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**MOVANO INC.**

MOVANO INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify that:

1. The Third Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting the first paragraph of the section entitled FOURTH thereof in its entirety and replacing the first paragraph of the section entitled FOURTH with the following:

“FOURTH: The total number of shares of stock that the Corporation shall have authority to issue shall be one-hundred and fifty-five million shares, consisting of one-hundred and fifty million shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), and five million shares of Preferred Stock, par value \$0.0001 per share (the “Preferred Stock”). Subject to the rights of the holders of any series of Preferred Stock then outstanding, the number of authorized shares of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote thereon, irrespective of the provisions of Section 242(b)(2) of the DGCL, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.”

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, MOVANO INC. has caused this Certificate to be executed by its duly authorized officer on this 21st day of June 2023.

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

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