

**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 25, 2024

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

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-40254</b> (Commission File Number)	<b>82-4233771</b> (I.R.S. Employer Identification No.)
<b>6800 Koll Center Parkway Pleasanton, CA</b> (Address of Principal Executive Offices)	<b>94566</b> (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 3.03 Material Modification to Rights of Security Holders**

The information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

### **Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As previously disclosed, at Movano Inc.'s (the "Company") 2024 Annual Meeting of Stockholders held on July 9, 2024, the stockholders of the Company approved a proposal to authorize the Company's Board of Directors (the "Board") to amend the Company's Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to effect a reverse stock split (the "Reverse Stock Split") of the Company's issued common stock, par value \$0.0001 per share (the "Common Stock") at a ratio between one-for-two and one-for-thirty, with the ultimate ratio to be determined by the Board in its sole discretion. On October 9, 2024, the Board approved the Reverse Stock Split at a ratio of one-for-fifteen.

On October 25, 2024, Company filed with the Secretary of State of the State of Delaware an amendment to the Certificate of Incorporation to effect the Reverse Stock Split (the "Amendment"), to be effective at 12:01 a.m. Eastern Time on October 29, 2024. On October 29, 2024, the Common Stock will begin trading on a split-adjusted basis under a new CUSIP, 62459M 206. The Reverse Stock Split will not change the number of authorized shares of Common Stock or the par value per share of the Common Stock.

When the Reverse Stock Split becomes effective, every 15 shares of Common Stock issued, including shares held by the Company in treasury, if any, will automatically be reclassified and combined into one share of Common Stock. The Reverse Stock Split will reduce the number of issued and outstanding shares of Common Stock from approximately 99.5 million to approximately 6.6 million.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will instead automatically have their fractional interests rounded up to the next whole share, after aggregating all the fractional interests of a holder resulting from the Reverse Stock Split.

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

### **Item 7.01 Regulation FD Disclosure**

On October 25, 2024, the Company issued a press release announcing the Reverse Stock Split, a copy of which is furnished as an exhibit to this report.

The information in this Item 7.01, including Exhibit 99.1 to this report, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"). The information contained in this Item 7.01 and Exhibit 99.1 shall not be incorporated by reference into any filing under the Exchange Act or the Securities Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**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, effective October 29, 2024</a>
99.1	<a href="#">Press Release dated October 25, 2024, furnished herewith</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: October 25, 2024

**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 adding the following paragraph to Article FOURTH thereof, which shall read in its entirety as follows:

“Upon the effectiveness of this Certificate of Amendment (the “Effective Time”), each share of the Common Stock, issued and outstanding immediately prior to the Effective Time, will be automatically reclassified as and converted into a fraction of a share of Common Stock at a ratio between 1-for-2 and 1-for-30 with the exact ratio to be determined by the Board in its discretion and publicly announced by the Corporation at least five business days prior to the effectiveness of the Certificate of Amendment; provided, however, that no fractional shares shall be issued to stockholders as a result of the foregoing reclassification and that in lieu thereof, the Corporation shall, after aggregating all fractions of a share to which a holder would otherwise be entitled, round any resulting fractional shares up to the nearest whole share. Any stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock into which shares of Common Stock have been reclassified and converted, but giving effect to the rounding of fractional shares provided for in the immediately preceding sentence.”

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.

3. The reverse split ratio chosen by the Board of Directors on October 9, 2024 is 1-for-15.

4: The foregoing amendment shall be effective as of 12:01 a.m., Eastern Time, on October 29, 2024.

IN WITNESS WHEREOF, MOVANO INC. has caused this Certificate to be executed by its duly authorized officer on this 25<sup>th</sup> day of October 2024.

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



## Movano Health Announces Reverse Stock Split

*Shares Expected to Begin Trading on Split-Adjusted Basis on October 29, 2024*

PLEASANTON, CA October 25, 2024 -- **Movano Health** (Nasdaq: **MOVE**) announced today that it will implement a 1-for-15 reverse stock split of the issued shares of its common stock (the "Reverse Stock Split"), effective at 12:01 a.m. Eastern time on October 29, 2024. The Company's common stock is expected to begin trading on a split-adjusted basis when the market opens on Tuesday, October 29, 2024, and will continue to trade on The Nasdaq Capital Market under the symbol "MOVE." The new CUSIP number for the common stock will be 62459M 206.

The Reverse Stock Split is intended to increase the bid price of the common stock to enable the Company to regain compliance with the minimum bid price requirement for continued listing on The Nasdaq Capital Market. The Company's stockholders authorized the reverse stock split at the Company's annual meeting of stockholders held on July 9, 2024, with the final ratio subsequently determined by the Company's Board of Directors.

As a result of the Reverse Stock Split, every 15 shares of the Company's pre-split common stock issued and outstanding will be automatically reclassified into one new share of the Company's common stock. This will reduce the number of shares outstanding from approximately 99.5 million shares to approximately 6.6 million shares. The number of authorized shares of the Company's common stock will remain unchanged. Stockholders who would otherwise be entitled to receive a fractional share will instead automatically have their fractional interests rounded up to the next whole share, after aggregating all the fractional interests of a holder resulting from the Reverse Stock Split. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company's equity plans and grants thereunder, as applicable. The Reverse Stock Split will not affect the par value of the common stock.

The combination of, and reduction in, the issued shares of common stock as a result of the Reverse Stock Split will occur automatically at the effective time of the Reverse Stock Split without any additional action on the part of the Company's stockholders. The Company's transfer agent, Pacific Stock Transfer Company, is acting as the exchange agent for the Reverse Stock Split and will send stockholders of record holding their shares electronically in book-entry form a transaction notice indicating the number of shares of common stock held after the Reverse Stock Split. Stockholders who hold their shares through a broker, bank, or other nominee will have their positions adjusted to reflect the Reverse Stock Split, subject to their broker, bank, or other nominee's particular processes, and are not expected to be required to take any action in connection with the Reverse Stock Split.

Additional information regarding the Reverse Stock Split can be found in the Company's definitive proxy statement for the annual meeting of stockholders of the Company held on July 9, 2024, which was filed with the U.S. Securities and Exchange Commission on May 28, 2024, a copy of which is available at [www.sec.gov](http://www.sec.gov) and on the Company's website.

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## **About Movano Health**

Founded in 2018, Movano Inc. (Nasdaq: MOVE) dba Movano Health, maker of the Evie Ring ([www.eviering.com](http://www.eviering.com)), is developing a suite of purpose-driven healthcare solutions to bring medical-grade data to the forefront of wearables. Featuring modern and flexible form factors, Movano Health's devices offer an innovative approach to delivering trusted data to both customers and enterprises, capturing a comprehensive picture of an individual's health data and uniquely translating it into personalized and intelligent insights.

Movano Health's proprietary technologies and wearable medical device solutions will soon enable the use of data as a tool to proactively monitor and manage health outcomes across a number of patient populations that exist in healthcare. For more information on Movano Health, visit <https://movanohealth.com/>.

## **Forward Looking Statements**

This press release contains forward-looking statements concerning our expectations, anticipations, intentions, beliefs, or strategies regarding the future. These forward-looking statements are based on assumptions that we have made as of the date hereof and are subject to known and unknown risks and uncertainties that could cause actual results, conditions, and events to differ materially from those anticipated. Therefore, you should not place undue reliance on forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding plans with respect to the timing and impact of the Reverse Stock Split, the commercial launches of the Evie Ring and EvieMED Ring; our expectations regarding potential commercial opportunities; planned cost-cutting initiatives; anticipated FDA clearance decisions with respect to our products; expected future operating results; product development and features, product releases, clinical trials and regulatory initiatives; our strategies, positioning and expectations for future events or performance. Important factors that could cause actual results to differ materially from those in the forward-looking statements are set forth in our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, and in our other reports filed with the Securities and Exchange Commission, including under the caption "Risk Factors." Any forward-looking statement in this release speaks only as of the date of this release. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

## **Media Contact**

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