

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 21, 2022

**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>26-0579295</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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Approval of Amendment No. 1 to Movano Inc. Amended and Restated 2019 Omnibus Incentive Plan*

On June 21, 2022, the stockholders of Movano Inc. (the “Company”) approved Amendment No. 1 (“Amendment No. 1”) to the Company’s Amended and Restated 2019 Omnibus Incentive Plan (the “2019 Plan”). A description of the terms and conditions of the 2019 Plan, as amended by Amendment No. 1, is set forth in the Company’s Proxy Statement for the 2022 Annual Meeting of Stockholders of the Company (the “2022 Annual Meeting”) as filed with the Securities and Exchange Commission on April 28, 2022 (the “2022 Proxy Statement”) under the heading “Proposal 2 – Approval of Amendment No. 1 to Amended and Restated 2019 Omnibus Incentive Plan”, which such description is incorporated by reference herein. This summary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of Amendment No. 1, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

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

On June 21, 2022, the Company held its 2022 Annual Meeting. The certified results of the matters voted upon at the 2022 Annual Meeting, which are more fully described in the 2022 Proxy Statement, are as follows:

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

<b>Director Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Emily Wang Fairbairn	7,222,473	994,032	10,561,143
Michael Leabman	7,784,479	432,026	10,561,143

The Company’s stockholders approved Amendment No. 1 to the Company’s Amended and Restated 2019 Omnibus Incentive Plan, with votes cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
7,027,397	718,084	471,024	10,561,143

The Company’s stockholders ratified the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for 2022, with votes cast as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
18,261,610	103,028	413,010

**Item 9.01 Financial Statements and Exhibits.**

**Exhibits**

The following exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
10.1	<a href="#">Amendment No. 1 to Movano Inc. Amended and Restated 2019 Omnibus Incentive Plan</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 22, 2022

**MOVANO INC.**

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

**Amendment No. 1 of the  
Movano Inc. Amended and Restated  
2019 Omnibus Incentive Plan**

This Amendment No. 1 (“Amendment”), dated April 15, 2022, of the Amended and Restated 2019 Omnibus Incentive Plan (the “Existing Plan”; as amended hereby, the “Plan”), of Movano Inc., a Delaware corporation (the “Company”), is made and adopted by the Company, subject to approval of the stockholders of the Company.

Statement of Purpose

The Existing Plan was adopted by the Company’s Board of Directors (the “Board”) on February 10, 2021, and approved by the stockholders of the Company on February 24, 2021. The Board may amend the Existing Plan at any time, pursuant to and subject to Section 5.2 of the Existing Plan, contingent on approval by the stockholders of the Company, if stockholder approval is required by applicable securities exchange rules or applicable law. The Board has determined that it is advisable and in the best interest of the Company to amend the Existing Plan to increase the number of shares of the Company’s common stock, par value \$0.0001 per share, authorized for issuance under the Existing Plan by 6,000,000 shares, and to make the other changes to the Existing Plan described in this Amendment.

NOW, THEREFORE, the Existing Plan is hereby amended as follows, subject to approval by the stockholders of the Company:

1. Capitalized Terms. All capitalized terms used and not defined herein shall have the meanings given thereto in the Existing Plan.
2. Amendment of Section 4.1 of Existing Plan. Section 4.1 of the Existing Plan is hereby deleted in its entirety and replaced with the following:

**4.1. Authorized Number of Shares**

Subject to adjustment under Section 14, the total number of Shares authorized to be awarded under the Plan is 13,400,000. Shares issued under the Plan shall consist in whole or in part of authorized but unissued Shares, treasury Shares, or Shares purchased on the open market or otherwise, all as determined by the Company from time to time.

3. Amendment of Section 4.3.1 of Existing Plan. Section 4.3.1 of the Existing Plan is hereby deleted in its entirety and replaced with the following:

**4.3.1. Incentive Stock Options**

Subject to adjustment under Section 14, 13,400,000 shares shall be available for issuance as Incentive Stock Options under the Plan.

4. Reference to and Effect on the Plan. The Plan, as amended hereby, and all other documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.

5. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware.

6. Effective Date. This Amendment shall be effective this 15<sup>th</sup> day of April 2022, subject to the approval of the stockholders of the Company.