

**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): November 19, 2024**

**Neuraxis, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-41775**  
(Commission  
File Number)

**45-5079684**  
(I.R.S. Employer  
Identification No.)

**11611 N. Meridian St, Suite 330  
Carmel, IN 46032**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(812) 689-0791**

**N/A**

(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.001 par value	NRXS	NYSE American

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 Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements Of Certain Officers**

As previously reported, on November 9, 2024, Neuraxis, Inc. (the “Company”) entered into securities purchase agreements (the “SPAs”) with three related investors (the “Investors”) for the issuance and purchase of a total of 2,100,840 shares of the Company’s Series B Convertible Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”) for an aggregate purchase price of approximately \$5 million (the “Transaction”). Pursuant to the SPAs, the Company agreed to appoint Dr. Gil Aharon, the co-founder of Rosalind Advisors, Inc. (the advisor to one of the three Investors), as the designee of the Investors, to the Company’s board of directors (the “Board”). Dr. Aharon was one of the three Investors. He purchased 105,042 shares of Series B Preferred Stock for a purchase price of approximately \$250,000.

As a result of the closing of the Transaction and pursuant to the SPAs, on November 19, 2024, the Board appointed Dr. Aharon to the Board, effective January 1, 2025. Dr. Aharon has not yet been appointed to any of the Board’s committees. Dr. Aharon’s compensation for serving as a director has not yet been determined.

There are no family relationships between any of Dr. Aharon and any director or executive officer of the Company.

Other than the Transaction, as discussed above, Dr. Aharon has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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**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: November 25, 2024

**NEURAXIS, INC.**

By: /s/ Brian Carrico

Name: Brian Carrico

Title: President and Chief Executive Officer

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