

**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 15, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 15, 2024, the Company filed Amendment No. 1 to Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock (the “COD Amendment”) with the Secretary of State of the State of Delaware to (i) increase the authorized number of shares designated as “Series B Preferred Stock” from 4,000,000 to 5,000,000, (ii) extend the right to dividends at a rate of 8.5% per annum by 18 months, from June 30, 2025 to December 31, 2026, and (iii) amend the voting rights of the stockholders of the Series B Preferred Stock that each holder of Series B Preferred Stock shall be entitled to cast votes equal to the number of shares of Common Stock into which the shares of Series B Preferred Stock held by such holder are convertible on the basis of a conversion price of \$3.80.

The information set forth herein is qualified in its entirety by reference to the complete text of the COD Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.1	Amendment No. 1 to Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock
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: November 21, 2024

NEURAXIS, INC.

By: /s/ Brian Carrico

Name: Brian Carrico

Title: President and Chief Executive Officer

**AMENDMENT NO. 1
TO
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS
OF
SERIES B PREFERRED STOCK
OF
NEURAXIS, INC.**

(Pursuant to Section 151 of the Delaware General Corporate Law)

Neuraxis, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (“**DGCL**”), hereby certifies that, in accordance with the Certificate of Designation and Section 242 of the DGCL, the holders of at least 80% of the Preferred Stock have approved this amendment and that the following resolution was adopted by the Board of Directors (the “**Board of Directors**”) of the Corporation by unanimous written consent dated November 11, 2024:

RESOLVED, that in accordance with Section 151 of the DGCL and pursuant to the authority granted to and vested in the Board of Directors under Article IV, Section B of the Corporation’s Certificate of Incorporation, as amended, the Board of Directors hereby amends the following provisions in the Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock (the “**Certificate of Designation**”):

1. The first sentence of Section 2 is hereby amended in its entirety to read as follows:

“The series of preferred stock shall be designated as Series B Preferred Stock (the “**Preferred Stock**”) and the number of shares so designated shall be 5,000,000, which shall not be subject to increase without the written consent of the holders of at least 80% of the Preferred Stock (each, a “**Holder**” and collectively, the “**Holder**s”) in accordance with **Section 4** below.”

2. The last sentence of Section 3 is hereby amended in its entirety to read as follows:

“The rights under this Section shall expire automatically on December 31, 2026.”

3. Section 4 is hereby amended in its entirety to read as follows:

“**Section 4. Voting Rights.** On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each Holder shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such Holder are convertible on the basis of a conversion price, solely for purposes of this Section 4, of \$3.80 (subject to adjustment in accordance with Section 8) as of the record date for determining stockholders entitled to vote on such matter, provided, however, such Holder shall not be entitled to cast a number of votes in excess of the Maximum Percentage (defined below). Except as provided by law or by the other provisions of this Certificate of Designation, the Holders shall vote together with the holders of shares of Common Stock as a single class. However, as long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote of the Holders of a majority of the then outstanding shares of the Preferred Stock, (a) alter or change adversely the powers, preferences or rights given to the Preferred Stock or alter or amend this Certificate of Designation, (b) authorize or create any class of stock ranking as to dividends, redemption or distribution of assets upon a Liquidation senior to the Preferred Stock, (c) amend its certificate of incorporation or other charter documents in any manner that adversely affects any rights of the Holders, (d) increase the number of authorized shares of Preferred Stock, or (e) enter into any agreement with respect to any of the foregoing.”

IN WITNESS WHEREOF, the undersigned does hereby execute this Amendment No. 1 to Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock this 15th day of November, 2024.

By: /s/ Brian Carrico

Name: Brian Carrico

Title: Chief Executive Officer
