

**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): January 25, 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**

**11550 N. Meridian Street, Suite 325
Carmel, IN 46032**
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

In connection with the CFO Appointment (as defined below), on January 25, 2024, Timothy R. Henrichs resigned as a member of the Board of Directors (the “Board”) of NeurAxis, Inc. (the “Company”), effective February 2, 2024. Mr. Henrichs did not resign from the Board as a result of any disagreement on any matter relating to the Company’s operations, policies or practices. Mr. Henrichs had served as Chairman of the Board’s Audit Committee.

Resignation of Chief Financial Officer

In connection with the CFO Appointment (as defined below), on January 30, 2024, John Seale resigned as the Company’s Chief Financial Officer (the “CFO”) effective as of the close of business on January 30th.

Appointment of Chief Financial Officer

On January 26, 2024, the Board appointed Mr. Henrichs to serve as the CFO (the “CFO Appointment”). Mr. Henrichs’s employment will begin on February 5, 2024, and is at will. Mr. Henrichs will receive an annual base salary of \$330,000. The Company will pay Mr. Henrichs’ health insurance premiums and Mr. Henrichs will receive paid personal time off.

As approved by the Board and consistent with Section 711(a) of the NYSE American Company Guide, the Company will be issuing 100,000 shares of common stock to Mr. Henrichs outside of the Company’s equity incentive plans as an inducement material to Mr. Henrichs becoming an employee of the Company.

During the year ended December 31, 2023, the Company paid Mr. Henrichs \$8,790 for his services to the Company as a non-employee director. In addition, Mr. Henrichs is owed for his service as a non-employee director (a) approximately \$20,000 in unpaid cash fees and (b) shares of the Company’s common stock with a value of approximately \$23,700.

Mr. Henrichs, age 51, has been a finance executive across several industries, including healthcare, home improvement, retail, software and education, for the last 17 years. Mr. Henrichs had served as a member of the Board since August 8, 2023. From May 2022 to January 2024, Mr. Henrichs served as the Chief Financial Officer of Renovo Home Partners. He also served as the Executive Vice President and Chief Financial Officer of Follett Corporation from 2008 to 2022 and Global Controller of General Electric Company’s Healthcare Clinical Systems division responsible for the manufacture and distribution of medical devices to the ultrasound, patient monitoring and anesthesiology markets from 2005 to 2008 in addition to leadership positions at Federal Signal Corporation and Ernst & Young LLP. Mr. Henrichs earned his bachelor’s degree in accounting from the University of Notre Dame and is a Certified Public Accountant with an inactive license in the State of Illinois.

There are no family relationships, as defined in Item 401 of Regulation S-K, between Mr. Henrichs and any of the Company’s other executive officers or members of the Board.

There is no arrangement or understanding between Mr. Henrichs and any other person pursuant to which the CFO Appointment took place.

There are no transactions in which Mr. Henrichs or any of his immediate family members has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On January 31, 2024, the Company issued a press release announcing the CFO Appointment. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Item 7.01 and the accompanying Exhibit 99.1 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 the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press Release, dated January 31, 2024
104	Cover Page Interactive Data File (formatted as inline XBRL)

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: January 31, 2024

NEURAXIS, INC.

By: /s/ Brian Carrico

Name: Brian Carrico

Title: President and Chief Executive Officer



NeurAxis Appoints Timothy Henrichs as Chief Financial Officer

CARMEL, Ind., Jan. 31, 2024 (GLOBE NEWSWIRE) — NeurAxis, Inc. (NYSE American: NRXS) (“NeurAxis” or the “Company”), a medical technology company commercializing neuromodulation therapies that address chronic and debilitating conditions in children and adults, today announced the appointment of Timothy Henrichs as Chief Financial Officer (CFO), effective February 5, 2024. As part of his appointment, Mr. Henrichs has resigned as an independent director on the board of NeurAxis (the “Board”).

“We are thrilled to announce Tim as the new Chief Financial Officer of NeurAxis,” said Brian Carrico, President and Chief Executive Officer of NeurAxis. “His extensive experience will be highly valuable as we continue to move forward with our strategic commercialization activities in 2024 and beyond.”

Mr. Henrichs brings over 20 years of global leadership experience across several industries, including healthcare, home improvement, retail, software and education. Most recently, Mr. Henrichs served as the Chief Financial Officer of Renovo Home Partners since 2022. He also served as the Executive Vice President and Chief Financial Officer of Follett Corporation from 2008 to 2022 and Global Controller of General Electric Company’s Healthcare Clinical Systems division responsible for the manufacture and distribution of medical devices to the ultrasound, patient monitoring and anesthesiology markets from 2005 to 2008 in addition to leadership positions at Federal Signal Corporation and Ernst & Young LLP. Mr. Henrichs earned his bachelor’s degree in accounting from the University of Notre Dame and is a Certified Public Accountant with an inactive license in the State of Illinois.

“I am excited to be joining NeurAxis as its Chief Financial Officer,” said Tim Henrichs. “It is an incredible opportunity to join the Company especially at such a pivotal point in its growth. I look forward to being part of the team and the mission to improve patient outcomes in the field of disorders of the gut-brain interaction.”

As approved by the Board and consistent with Section 711(a) of the NYSE American Company Guide, the Company will be issuing 100,000 shares of common stock to Mr. Henrichs outside of the Company's equity incentive plans as an inducement material to Mr. Henrichs becoming an employee of the Company.

About NeurAxis, Inc.

NeurAxis, Inc., is a medical technology company focused on neuromodulation therapies to address chronic and debilitating conditions in children and adults. NeurAxis is dedicated to advancing science and leveraging evidence-based medicine to drive adoption of its IB-Stim™ therapy, which is its proprietary Percutaneous Electrical Nerve Field Stimulation (PENFS) technology, by the medical, scientific, and patient communities. IB-Stim™ is FDA cleared for functional abdominal pain associated with irritable bowel syndrome (IBS) in adolescents 11-18 years old. Additional clinical trials of PENFS in multiple pediatric and adult conditions with large unmet healthcare needs are underway. For more information, please visit <http://neuraxis.com/>.

Forward-Looking Statements

Certain statements in this press release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements are based on management's current assumptions and expectations of future events and trends, which affect or may affect the Company's business, strategy, operations or financial performance, and actual results and other events may differ materially from those expressed or implied in such statements due to numerous risks and uncertainties. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. There are a number of important factors that could cause actual results, developments, business decisions or other events to differ materially from those contemplated by the forward-looking statements in this press release. These factors include, among other things, the conditions in the U.S. and global economy, the trading price and volatility of the Company's stock, public health issues or other events, the Company's compliance with applicable laws, the results of the Company's clinical trials and perceptions thereof, as well as factors described in the Risk Factors section of NeurAxis's public filings with the Securities and Exchange Commission (SEC). Because forward-looking statements are inherently subject to risks and uncertainties, you should not rely on these forward-looking statements as predictions of future events. These forward-looking statements speak only as of the date of this press release and, except to the extent required by applicable law, the Company undertakes no obligation to update or revise these statements, whether as a result of any new information, future events, and developments or otherwise.

Contacts:

Company
NeurAxis, Inc.
info@neuraxis.com

Investor Relations
Gilmartin Group
IR@neuraxis.com
