

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 11, 2022**

NANOMIX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-54586

(Commission File Number)

27-0801073

(I.R.S. Employer
Identification No.)

5900 Hollis Street, Emeryville, CA 95608

(Address of principal executive offices)

(510) 428-5300

(Registrant's telephone number, including area code)

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
Not applicable		

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

On January 11, 2022, Nanomix Corporation (the "Company"), filed a Certificate of Amendment to its Certificate of Incorporation, as amended, with the Delaware Secretary of State (the "Amendment") to effect a reverse split of the Company's outstanding shares of common stock, par value \$0.0001 per share (the "Common Stock"), at a ratio of 1-for-173 (the "Reverse Stock Split").

Pursuant to the Amendment, every one-hundred and seventy three (173) shares of the Company's Common Stock issued and outstanding or held in treasury (if any) immediately prior to the effectiveness of Amendment shall be automatically reclassified as and combined, without further action, into one (1) validly issued, fully paid and nonassessable share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split; but rather, the Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

As required by Rule 10b-17 under the Securities Exchange Act of 1934, as amended, and the rules and procedures of FINRA, the Company had previously notified Financial Regulatory Authority, Inc. ("FINRA") of the proposed Reverse Stock Split on November 16, 2021. Thereafter, on January 10, 2022, FINRA notified the Company that it should provide a certified copy of the Amendment to FINRA. Accordingly, as described above, the Company filed the Amendment on January 11, 2022 and promptly provided a certified copy of the Amendment to FINRA.

On March 1, 2022, FINRA notified the Company that the Company's common stock will open for trading on Tuesday, March 2, 2022 on a post-split basis under the temporary trading symbol "NNMXD". The trading symbol will revert to "NNXM" after 20 business days. Trading of the Company's common stock will continue on a split-adjusted basis under a new CUSIP number. Based on the number of shares outstanding on March 1, 2022, the reverse stock split reduced the number of shares of the Company's common stock outstanding from approximately 917 million pre-reverse split shares to approximately 5.3 million post-reverse split.

As previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on June 10, 2021, as consideration for the merger with Nanomix, Inc. ("Nanomix"), the Company issued to the shareholders of Nanomix 1,000,000 shares of a newly created Series C preferred stock of the Company (the "Preferred Stock"). As a result of the Reverse Stock Split, all such shares of Preferred Stock issued to the Nanomix shareholders shall automatically convert into approximately 35,644,997 shares of common stock of the Company, the warrants assumed at closing or the merger may be exercisable into approximately 2,124,687 shares of common stock of the Company and the options and

restricted stock units assumed at closing of the merger may be exercisable into approximately 5,718,838 shares of common stock of the Company.

In addition, as previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on February 2, 2021, the Company previously entered into service agreements with various consultants and advisors pursuant to which it issued 963,964 shares of Series B preferred stock. Each outstanding share of the Series B preferred stock shall automatically convert into 1,000 shares of the Company's common stock as a result of the Reverse Stock Split.

As a result of the foregoing conversions, the Company will have approximately 54,636,058 shares of common stock issued and outstanding.

The press release announcing the reverse stock split is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The foregoing description of the Reverse Stock Split does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed with this report as Exhibit 3.1 and is incorporated into this report by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Nanomix Corporation, dated January 11, 2022
99.1	Press Release, dated March 2, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

NANOMIX CORPORATION

By: /s/ David Ludvigson

Name: David Ludvigson

Title: Chief Executive Officer

Date: March 2, 2022

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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NANOMIX CORPORATION", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 2022, AT 8:02 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "JB", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

4722580 8100
SR# 20220085809

Authentication: 202364177
Date: 01-11-22

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
to
CERTIFICATE OF INCORPORATION
of
NANOMIX CORPORATION

NANOMIX CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Nanomix Corporation. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on August 24, 2009 (as amended, the "Certificate of Incorporation").

SECOND: ARTICLE FOURTH of the Corporation's Certificate of Incorporation shall be amended by inserting the following paragraph at the end of such ARTICLE which shall read as follows:

"Upon the filing and effectiveness of this Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time") every 173 shares (including shares held in treasury) of Common Stock of the Corporation (the "Old Common Stock") shall be automatically reclassified, combined and converted into one shares of Common Stock (the "New Common Stock"). This stock split of the outstanding shares of Common Stock shall not affect the total number of shares of Common Stock that the Corporation is authorized to issue, which shall remain as set forth in the first sentence of this ARTICLE FOURTH. The reverse stock split of the Old Common Stock effected by the foregoing paragraph shall be referred to herein as the "Reverse Split." The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of Old Common Stock or New Common Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split. Stockholders who otherwise would have been entitled to receive any fractional interests in the New Common Stock, in lieu of receipt of such fractional interest, shall not be entitled to receive a whole share

of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split and shall instead be rounded up to the nearest whole share. Except where the context otherwise requires, all references to "Common Stock" in this Certificate of Incorporation shall be to the New Common Stock. The Reverse Split will be effected on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis. Certificates or book-entries dated as of a date prior to the Effective Time representing outstanding shares of Old Common Stock shall, immediately after the Effective Time, represent a number of shares equal to the same number of shares of New Common Stock as is reflected on the face of such certificates or book entries, divided by 173 and rounded up to the nearest whole number. The Corporation may, but shall not be obliged to, issue new certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates."

THIRD: This amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: All other provision of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 10th day of January, 2022.

NANOMIX CORPORATION

By: /s/ David Ludvigson
Name: David Ludvigson
Title: Chief Executive Officer

**State of Delaware
Secretary of State
Division of Corporations
Delivered 08:02 AM 01/11/2022
FILED 08:02 AM 01/11/2022
SR 20220085809 - File Number 4722580**

Nanomix Completes 1-for-173 Reverse Stock Split

EMERYVILLE, Calif. (March 2, 2022) – **Nanomix Corporation** (OTCBB: NNMX) (“Nanomix” or the “Company”), a leader in the development of mobile, affordable, point-of-care diagnostics, today announced it has completed the previously announced reverse stock split of its outstanding shares of common stock at a ratio of 1-for-173. The reverse stock split was announced on June 29, 2021 in conjunction with the reverse merger with Boston Therapeutics.

The Company’s common stock will open for trading on Tuesday, March 2, 2022 on a post-split basis under the temporary trading symbol “NNMXD”. The trading symbol will revert to “NNMX” after 20 business days.

Trading of the Company’s common stock will continue on a split-adjusted basis under a new CUSIP number. Based on the number of shares outstanding as of March 1, 2022, the reverse stock split reduced the number of shares of the Company’s common stock outstanding from approximately 917 million pre-reverse split to approximately 5.3 million post-reverse split.

All outstanding preferred shares, stock options, warrants and equity incentive plans immediately prior to the reverse stock split generally were appropriately adjusted by dividing the number of shares of common stock into which the preferred shares, stock options, warrants and equity incentive plans were exercisable or convertible by 173 and multiplying the exercise or conversion price by 173, as a result of the reverse stock split.

“We are pleased with the successful completion of this reverse stock split. Not only does this announcement mark the completion of the reverse merger process, but it also increases visibility of our stock to wider investor audiences. With this reverse stock split now complete, we can proceed with our growth strategy of the Company,” stated David Ludvigson, President and Chief Executive Officer of Nanomix.

About Nanomix Corporation

Nanomix is the leader in the development of mobile point-of-care diagnostics with its Nanomix eLab platform and assays that provide rapid, accurate, quantitative information for use in settings where time is critical to clinical decision-making and improved patient care. The company’s products are designed to broadly impact healthcare delivery by bringing diagnostics to the point of initial patient interaction, whether in the hospital or in pre-hospital, remote or alternate-care settings, with the goal to enable faster clinical decision-making and potentially treatment-in-place. Nanomix’s first assay addresses the critical need for faster diagnosis of critical infections. The company is developing a pipeline of other tests designed to improve patient outcomes by making high-quality diagnostic information available within minutes. For more information, visit www.nano.com.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws. Forward looking statements include statements regarding the Company’s intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things, the Company’s ongoing and planned product development; the Company’s intellectual property position; the Company’s ability to develop commercial functions; expectations regarding product launch and revenue; the Company’s results of operations, cash needs, spending, financial condition, liquidity, prospects, growth and strategies; the industry in which the Company operates; and the trends that may affect the industry or the Company. Forward-looking statements are not guarantees of future performance and actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, as well as those risks more fully discussed in the section entitled “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as well as discussions of potential risks, uncertainties, and other important factors in the Company’s subsequent filings with the Securities and Exchange Commission. All such statements speak only as of the date made, and the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:**LHA Investor Relations**

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