

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): February 2, 2018

INPIXON

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction  
of incorporation)

001-36404

(Commission File Number)

88-0434915

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

2479 E. Bayshore Road, Suite 195  
Palo Alto, CA

(Address of principal executive offices)

94303

(Zip Code)

Registrant's telephone number, including area code: (408) 702-2167

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 February 2, 2018, Inpixon (the “Company”) filed a Certificate of Amendment (the “Authorized Share Amendment”) to its Restated Articles of Incorporation, as amended (the “Articles of Incorporation”), with the Secretary of State of the State of Nevada to increase the number of the Company’s authorized shares of common stock, par value \$0.001 per share (“Common Stock”), from 50,000,000 to 250,000,000, effective upon filing.

The foregoing description of the Authorized Share Amendment is a summary of the material terms thereof, does not purport to be complete and is qualified in its entirety by reference to the Authorized Share Amendment, which is incorporated herein by reference. A copy of the Authorized Share Amendment is attached hereto as Exhibit 3.1.

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

The following are the voting results of each matter submitted to the stockholders of the Company at the special meeting of stockholders held on February 2, 2018 (the “Special Meeting”). At the beginning of the Special Meeting, there were 33,775,100 shares of Common Stock present at the Special Meeting in person or by proxy, which represented 71.74% of the voting power of the shares of Common Stock entitled to vote at the Special Meeting, and which constituted a quorum for the transaction of business. Holders of the Common Stock were entitled to one vote for each share held as of the close of business on January 8, 2018. The proposals below are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 16, 2018.

The following proposals were approved:

1. To approve an amendment to the Articles of Incorporation to effect a reverse stock split of the Company’s outstanding Common Stock at a ratio between 1-for-5 and 1-for-60, to be determined at the discretion of the Company’s Board of Directors (the “Board”), for the purpose of complying with Nasdaq Listing Rule 5550(a)(2), subject to the Board’s discretion to abandon such amendment.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 28,432,615 | 5,200,273      | 142,212            |

There were no broker non-votes on this proposal.

2. To approve an amendment to the Articles of Incorporation to increase the number of the Company’s authorized shares of Common Stock from 50,000,000 to 250,000,000.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 28,424,259 | 5,161,454      | 189,387            |

There were no broker non-votes on this proposal.

3. To approve the Company’s 2018 Employee Stock Incentive Plan, to be implemented at the discretion of the Board.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 16,925,867 | 848,376        | 106,199            | 15,894,658              |

4. To approve the issuance of shares of Common Stock upon conversion of a convertible promissory note (the "Note") issued to an accredited investor on November 17, 2017 in accordance with the terms of the Note, as required by and in accordance with Nasdaq Listing Rule 5635.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 16,594,774 | 957,214        | 328,454            | 15,894,658              |

5. To approve the issuance of shares of Common Stock upon exercise of the warrants to purchase common stock (the "Warrants") to be issued to accredited investors pursuant to a securities purchase agreement, dated January 5, 2018, in accordance with the terms of the Warrants, as required by and in accordance with Nasdaq Listing rule 5635(d).

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 1,738,324  | 878,798        | 117,920            | 15,894,658              |

6. To approve the adjournment of the Special Meeting, if necessary, to continue to solicit votes on the above proposals if sufficient votes to pass the proposals are not received in time for the Special Meeting.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 29,670,910 | 3,547,763      | 556,427            |

There were no broker non-votes on this proposal.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| *3.1               | <a href="#">Certificate of Amendment to the Articles of Incorporation, effective as of February 2, 2018.</a> |

\* Filed herewith

**SIGNATURE**

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: February 5, 2018

**INPIXON**

By: /s/ Nadir Ali  
Name: Nadir Ali  
Title: Chief Executive Officer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| *3.1               | <a href="#">Certificate of Amendment to the Articles of Incorporation, effective as of February 2, 2018.</a> |

\* Filed herewith



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

|  |   |
|--|---|
| Filed in the office of<br>/s/ Barbara K. Cegavske<br>Barbara K. Cegavske | Document Number<br><b>20180054824-84</b>          |
| Secretary of State<br>State of Nevada                                    | Filing Date and Time<br><b>02/02/2018 2:13 PM</b> |
|  | Entity Number<br><b>C8519-1999</b>                |

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY – DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of the corporation:

Inpixon

2. The articles have been amended as follows: (provide article numbers, if available)

The Restated Articles of Incorporation are hereby amended as follows:

(a) The first paragraph of "ARTICLE IV. CAPITAL STOCK" is hereby amended and restated as follows: "The Corporation is authorized to issue up to 255,000,000 shares of capital stock of which 250,000,000 shall be designated as 'Common Stock', each of which shall have a par value of \$.001 and 5,000,000 which shall be designated as 'Preferred Stock', each of which shall have a par value of \$.001.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 60.37%

4. Effective date and time of filing: (optional)

Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X   
\_\_\_\_\_  
Signature of Officer

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit-After  
Revised: 1-5-15