

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): July 25, 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

N/A

(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 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 1.01 Entry into Material Definitive Agreement.**

On July 25, 2018, for the purpose of reincorporating Inpixon’s (the “Company”) wholly owned subsidiary Inpixon USA, a California corporation, in the State of Nevada, pursuant to an Agreement and Plan of Merger, dated as of July 25, 2018 (the “Reincorporation Merger Agreement”), by and between Inpixon USA and Sysorex, Inc., a newly formed, wholly-owned subsidiary of the Company (“Sysorex”), Inpixon USA merged with and into Sysorex (the “Reincorporation Merger”), with Sysorex continuing as the surviving corporation in the Reincorporation Merger and successor issuer to Inpixon USA effective as of 12:01 a.m. on July 26, 2018 (the “Effective Time”).

At the Effective Time, all of the 3,950,000 issued and outstanding shares of common stock, no par value per share, of Inpixon USA were converted into and exchanged for an aggregate of 39,999,000 fully-paid and non-assessable shares of common stock, par value \$0.00001 per share, of Sysorex.

Immediately prior to the Reincorporation Merger, (a) the size of Inpixon USA’s board of directors was increased to two and Zaman Khan was appointed to serve as a director to fill the vacancy resulting from the increase in the size of the board; (b) Nadir Ali resigned as the President of Inpixon USA and was appointed to serve as the Chairman of the board of directors of Inpixon USA; and (c) Zaman Khan, was appointed to serve as President of Inpixon USA. Mr. Ali continued to serve as Chief Executive Officer of Inpixon USA.

From and after the Effective Time of the Reincorporation Merger, pursuant to the terms of the Reincorporation Merger Agreement, Nadir Ali and Zaman Khan comprise the board of directors of Sysorex with Nadir Ali serving as the Chairman and will hold office in accordance with the Nevada Revised Statutes and Sysorex’s organizational documents.

In addition, pursuant to the Reincorporation Merger Agreement, the officers of Inpixon USA immediately prior to the Effective Time became the officers of Sysorex following the Effective Time and will hold office at the pleasure of the board of directors of Sysorex and in accordance with its bylaws.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
2.1	<a href="#">Agreement and Plan of Merger, dated as of July 25, 2018, by and between Inpixon USA and Sysorex, Inc.</a>

**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: July 31, 2018

**INPIXON**

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

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into between Sysorex, Inc., a Nevada corporation ("Sysorex"), and Inpixon USA, a California corporation.

1. The Merger. Inpixon USA shall be merged with and into Sysorex (the "Merger") and Sysorex shall be the surviving corporation (the "Surviving Corporation").
2. The Effective Time. The Merger shall take effect (the "Effective Time") at 12:01 a.m. on July 26, 2018.
3. Conversion of Shares. The 3,950,000 shares of common stock, no par value per share, of Inpixon USA (the "Inpixon Shares"), owned by its sole stockholder (the "Holder"), which constitute all issued and outstanding shares of capital stock of Inpixon USA prior to the Effective Time, shall by virtue of the Merger (and without any action by Inpixon USA, the Holder or any other person) be converted into and exchanged for 39,999,000 fully-paid and non-assessable shares of common stock, par value \$0.00001 per share, of the Surviving Corporation (the "Sysorex Shares") after the Merger. The outstanding shares of Sysorex prior to the Effective Time shall remain outstanding after the Merger and shall not be affected by the Merger.

After the Effective Time, the registered owner of the Inpixon Shares, at its option, may surrender any outstanding certificates representing Inpixon Shares for cancellation and such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the Sysorex Shares into which the surrendered shares were converted as provided herein. Until so surrendered, the outstanding certificate representing the Inpixon Shares shall be deemed for all purposes to represent the Sysorex Shares into which the Inpixon Shares were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of common stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Sysorex Shares issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Inpixon USA so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

4. Articles of Incorporation; Bylaws. The Articles of Incorporation of Sysorex in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Merger. The Bylaws of Sysorex in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

5. Directors and Officers. At the Effective Time, the directors of Inpixon USA in office immediately prior to the Effective Time will become the directors of the Surviving Corporation and will continue as directors of the Surviving Corporation until such time as their successors have been elected and qualified. At the Effective Time, the officers of Inpixon USA in office immediately prior to the Effective Time will become the officers of the Surviving Corporation and will continue as officers of the Surviving Corporation until such time as their successors have been elected and qualified.
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6. Other Documents. Inpixon USA shall from time to time, as and when requested by Sysorex, or by its successor and assigns, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

7. Effect of Merger. At the Effective Time, the separate existence of Inpixon USA shall cease and Sysorex, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time, (b) shall be subject to all actions previously taken by its and Inpixon USA's Board of Directors, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of Inpixon USA in the manner more fully set forth in the applicable provisions of the California Corporations Code and the Nevada Revised Statutes ("NRS"), (d) shall continue to be subject to all of the debts, liabilities and obligations of Sysorex as constituted immediately prior to the Effective Time, and (e) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Inpixon USA in the same manner as if Sysorex had itself incurred them, all as more fully provided under the applicable provisions of the California Corporations Code and the NRS.

8. Miscellaneous. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement. This Agreement may not be amended except by an instrument in writing signed on behalf of the parties hereto.

9. Governing Law. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Nevada, without giving effect to principles of conflicts of law.

*[Signature Page Follows]*

IN WITNESS WHEREOF the parties have executed this Agreement as of July 25, 2018.

**Inpixon USA, a California corporation**

By: /s/ Zaman Khan  
Zaman Khan, President

By: /s/ Wendy Loundermon  
Wendy Loundermon, Secretary

**Sysorex, Inc., a Nevada corporation**

By: /s/ Nadir Ali  
Nadir Ali, President

By: /s/ Wendy Loundermon  
Wendy Loundermon, Secretary