

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): October 31, 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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this current report on Form 8-K (this “Current Report”) is incorporated by reference herein.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendment to the 2018 Plan

On October 5, 2018, the board of directors (the “Board”) of Inpixon (the “Company”) approved the Amendment No. 2 to the 2018 Employee Stock Incentive Plan (the “Plan”) to, among other things, (i) permit the Company to grant an amount of incentive stock options equal to the maximum number of shares of common stock that may be issued under the Plan including such additional shares of common stock that become issuable pursuant to the Plan’s automatic quarterly increases and (ii) no longer reduce the amount of shares of common stock that may be issued under the Plan in connection with a change in the outstanding shares of common stock by reason of stock dividends, stock splits, reverse stock splits, recapitalizations, mergers, consolidations, combinations or exchanges of shares, separations, reorganizations or liquidations (the “Amendment”). The Board submitted the Amendment to the stockholders of the Company for approval at the Annual Meeting (as defined below). The Amendment was approved by the stockholders at the meeting.

The foregoing description is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1, and incorporated herein by reference.

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

On October 31, 2018, the Company filed a Certificate of Amendment (the “Reverse Stock Split Amendment”) to its Restated Articles of Incorporation, as amended (the “Articles of Incorporation”), with the Secretary of State of the State of Nevada to effect a 1-for-40 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding common stock, par value \$0.001 per share (“Common Stock”). Pursuant to the Reverse Stock Split Amendment, effective as of November 2, 2018, every forty shares of the issued and outstanding Common Stock will be converted into one share of Common Stock, without any change in the par value per share. The Reverse Stock Split was approved by the Company’s stockholders at the Annual Meeting. The Reverse Stock Split is being implemented for the purpose of complying with the closing bid price requirement in Nasdaq Listing Rule 5550(a)(2).

The Common Stock will begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market at the opening of trading on November 2, 2018. In connection with the Reverse Stock Split, the Common Stock will also commence trading with a new CUSIP number, 45790J503, at such time.

No fractional shares of Common Stock will be issued in connection with the Reverse Stock Split. If, as a result of the Reverse Stock Split, a stockholder would otherwise hold a fractional share, the stockholder will receive, in lieu of the issuance of such fractional share, one whole share of Common Stock.

Computershare Trust Company, N.A., the Company’s transfer agent, is acting as the exchange agent for the Reverse Stock Split and will provide instructions to stockholders of record regarding the process for exchanging shares. Those stockholders holding Common Stock in “street name” will receive instructions from their brokers.

The foregoing description of the Reverse Stock Split 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 Reverse Stock Split Amendment, which is incorporated herein by reference. A copy of the Reverse Stock Split Amendment is attached hereto as Exhibit 3.1.

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

On October 31, 2018, the Company held its 2018 annual meeting of stockholders (the “Annual Meeting”). At the beginning of the Annual Meeting, there were 37,725,399 shares of Common Stock present at the Annual Meeting in person or by proxy, which represented 61.27% of the voting power of the shares of Common Stock entitled to vote at the Annual Meeting, and which constituted a quorum for the transaction of business. Holders of Common Stock were entitled to one vote for each share held as of the close of business on October 8, 2018. At the Annual Meeting, the Company’s stockholders approved the following five proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 15, 2018 (as amended, the “Proxy Statement”).

Proposal 1. Election of Directors.

Nominee	For	Against	Abstentions	Broker Non-Votes
Nadir Ali	15,399,300	3,814,292	323,051	18,188,756
Leonard A. Oppenheim	15,602,161	3,261,223	673,259	18,188,756
Kareem M. Irfan	15,311,502	3,479,692	745,449	18,188,756
Tanveer A. Khader	15,283,623	3,601,577	651,443	18,188,756

Each of the above nominees was elected to serve as a director until the next annual meeting or until the election and qualification of his successor.

The following proposals were approved:

Proposal 2. To approve an amendment to the Company's Articles of Incorporation to effect a reverse stock split of its outstanding Common Stock at a ratio between 1-for-2 and 1-for-50, to be determined at the discretion of the Company's board of directors, for the purpose of complying with Nasdaq Listing Rule 5550(a)(2), subject to the Board's discretion to abandon such amendment.

For	Against	Abstentions
30,844,743	6,799,746	80,910

Proposal 4. To approve the issuance of shares of Common Stock in one or more potential non-public transactions or debt for equity conversion transactions in accordance with Nasdaq Listing Rule 5635(d).

For	Against	Abstentions	Broker Non-Votes
14,987,652	4,380,768	168,223	18,188,756

Proposal 5. To approve an amendment to the Company's 2018 Employee Stock Incentive Plan, as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
16,115,613	2,888,203	532,827	18,188,756

Proposal 6. To ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

For	Against	Abstentions
31,714,198	4,419,994	1,591,207

At the time of the Annual Meeting, there were insufficient votes to pass Proposal 3, which sought to approve an amendment to the Articles of Incorporation to increase the Company's authorized shares of Common Stock from 250,000,000 to 1,000,000,000. As provided in the Company's bylaws and with the authority of the proxies granted as set forth in the Proxy Statement, stockholders holding a majority of the shares represented at the meeting and entitled to vote have voted in favor of a motion to adjourn the meeting with respect to the votes for Proposal 3 in order to solicit additional proxies for such proposal. As announced at the Annual Meeting, such meeting will reconvene at 10:00 a.m. Pacific Time on November 15, 2018 at the offices of the Company, located at 2479 E. Bayshore Road, Suite 195, Palo Alto, CA 94303. During the period of adjournment, the Company will continue to accept stockholder votes on Proposal 3.

Item 7.01 Regulation FD Disclosure.

On November 1, 2018, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 of this Current Report, including Exhibit 99.1 attached hereto, 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 liabilities 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, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
*3.1	Certificate of Amendment to Articles of Incorporation, effective as of November 2, 2018
*10.1	Amendment No. 2 to the Inpixon 2018 Employee Stock Incentive Plan
**99.1	Press Release issued on November 1, 2018

* Filed herewith

** Furnished 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: November 1, 2018

INPIXON

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

Exhibit Index

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* Filed herewith

** Furnished herewith



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



090204

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20180475504-36
	Filing Date and Time 10/31/2018 2:10 PM
	Entity Number C8519-1999

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 corporation:
 Inpixon

2. The articles have been amended as follows: (provide article numbers, if available)
 The Restated Articles of Incorporation are hereby amended by adding the following as a new subsection (1) to Section (A):
 "Upon the effectiveness of the filing (the "Effective Time") of the Amendment of Restated Articles of Incorporation, pursuant to the Chapter 78 of the NRS, each forty (40) shares of the Corporation's Common Stock issued and outstanding immediately prior to the Effective Time shall be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of the Corporation's Common Stock automatically and without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). [Continued on attachment]

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: 50.01%

4. Effective date and time of filing: (optional) Date: 11/02/2018 Time: 0:01 am
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)
 X *[Handwritten Signature]*

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

[ATTACHMENT]

The Corporation shall not issue to any holder a fractional share of Common Stock on account of the Reverse Stock Split. Rather, any fractional share of Common Stock resulting from such change shall be rounded upward to the nearest whole share of Common Stock. Share interests issued due to rounding are given solely to save the expense and inconvenience of issuing fractional shares of Common Stock and do not represent separately bargained for consideration. Until surrendered, each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall only represent the number of whole shares of Common Stock into which the shares of Common Stock formerly represented by such Old Certificate were combined into as a result of the Reverse Stock Split."

AMENDMENT NO. 2 TO THE INPIXON 2018 EMPLOYEE STOCK INCENTIVE PLAN

This Amendment No. 2 (the "Amendment") to the Inpixon 2018 Employee Stock Incentive Plan (the "Plan") is made pursuant to Section 12 of the Plan. Capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Plan.

WHEREAS, the Plan was approved and adopted by the board of directors (the "Board") of Inpixon (the "Company") on January 4, 2018 and approved by the stockholders of the Company on February 2, 2018;

WHEREAS, Section 12.2 of the Plan provides that the Board may modify or amend the Plan in whole or in part and from time to time in such respects as it deems advisable;

WHEREAS, the Plan was amended by the Amendment No. 1 to the Plan, which did not contain any amendment that requires stockholder approval and was approved and adopted by the Board on May 17, 2018;

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to further amend the Plan as set forth below;

WHEREAS, the Board approved this Amendment on October 5, 2018; and

WHEREAS, the stockholders of the Company approved this Amendment on October 31, 2018.

NOW THEREFORE, the Plan is amended as follows:

1. Section 1. Section 1 is hereby amended and restated with the following:

"Shares Subject to the Plan.

Subject to an adjustment in accordance with Section 8, the maximum number of shares which may be issued under the Plan shall be two million (2,000,000) shares of Common Stock, par value \$0.001 per share (the "Initial Limit"), of the Company (the "Shares"), which shall automatically increase on the first day of each calendar quarter, beginning on April 1, 2018 and for each quarter thereafter through October 1, 2028, by a number of shares of Common Stock equal to the least of (i) 1,000,000 Shares, (ii) twenty percent (20%) of the outstanding Shares on the last day of the immediately preceding calendar quarter, or (iii) such number of Shares determined by the Committee (the "Quarterly Increase"). The Company shall at all times while the Plan is in effect reserve such number of shares of Common Stock as will be sufficient to satisfy the requirements of outstanding Awards granted under the Plan. The Shares subject to the Plan shall be either authorized and unissued shares or treasury shares of Common Stock. If any Award is forfeited, or if any Stock Option (and related Stock Appreciation Right, if any) terminates, expires or lapses for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part, or if any Stock Appreciation Right is exercised for cash, the unpurchased Shares subject to such Awards shall again be available for distribution under the Plan. Subject to such overall limitations, the maximum aggregate number of Shares that may be issued in the form of Incentive Stock Options shall not exceed the Initial Limit cumulatively increased on April 1, 2018 and on the first day of each quarter thereafter by the Quarterly Increase."

2. Section 4.2. Section 4.2 is hereby amended and restated with the following:

“Maximum Stock Option Grant. With respect to Stock Options which are intended to qualify as Incentive Stock Options, the aggregate Fair Market Value (determined as of the time the Stock Option is granted) of the Common Stock with respect to which Incentive Stock Options granted to any participant (whether under this Plan or under any other stock option plan of the Company or its Subsidiaries) become exercisable for the first time in any calendar year, may not exceed \$100,000. The number of Shares for which any participant, in any calendar year, may be granted Stock Options under the Plan not treated as Incentive Stock Options shall be limited to not more than 150,000. Notwithstanding the forgoing, nothing contained in the Plan shall be construed to prohibit the grant of Stock Options under the Plan to an Eligible Person by reason of such person holding Stock Options to purchase shares of Common Stock or any other securities of the Company granted otherwise than under the Plan.”

3. Section 8. Section 8 is hereby amended and restated with the following:

“Adjustments Upon Change in Capitalization.

In the event of changes in the outstanding shares of Common Stock of the Company by reason of stock dividends, stock splits, reverse stock splits, recapitalizations, mergers, consolidations, combinations or exchanges of shares, separations, reorganizations or liquidations, the number and class of shares available under the Plan, the number and class of Shares or the amount of cash or other assets or securities available upon the exercise of any Award granted hereunder and the number of Shares to be issued pursuant to an Award shall be correspondingly adjusted, to the end that the participant’s proportionate interest in the Company, any successor thereto or in the cash, assets or other securities into which Shares are converted or exchanged shall be maintained to the same extent, as near as may be practicable, as immediately before the occurrence of any such event. Notwithstanding the foregoing, no adjustment under this Section shall reduce the maximum number of Shares which may be issued under the Plan, the Quarterly Increase, or reduce any limitations related to Incentive Stock Options. For example, if the Company effects a reverse stock split of its outstanding Common Stock, the the number of Shares available upon the exercise of any Award shall be adjusted; however, the maximum number of Shares available under the Plan shall not be correspondingly adjusted. All references in this Plan to “Common Stock” from and after the occurrence of such event shall be deemed for all purposes of this Plan to refer to such other class of shares or securities issuable upon the exercise or payment of Awards granted pursuant hereto.”

In all other respects, the terms and conditions of the Plan shall remain the same.

[Signature page follows.]

IN WITNESS WHEREOF, the Company has adopted this Amendment, effective as of the 3rd day of October, 2018.

INPIXON

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



News Release

For Release on November 1, 2018 at 12:55pm ET

Inpixon Announces Reverse Stock Split for NASDAQ Compliance

PALO ALTO, Calif. – Inpixon (NASDAQ: INPX), a leading indoor positioning and data analytics company, today announced that the Company’s Board of Directors has approved a reverse stock split of the Company’s common stock whereby every forty (40) shares of its outstanding common stock will automatically be combined into one (1) share of common stock. The reverse split was approved by the Company’s shareholders on October 31, 2018 and will be effective as of the commencement of trading on November 2, 2018. The reverse stock split is being implemented for the purpose of complying with the closing bid price requirement in Nasdaq Listing Rule 5550(a)(2).

About Inpixon

Inpixon (NASDAQ: INPX) is a leader in Indoor Positioning Analytics (IPA). Inpixon IPA Sensors are designed to find all accessible cellular, Wi-Fi, and Bluetooth devices anonymously. Paired with a high-performance data analytics platform, this technology delivers visibility, security, and business intelligence on any commercial or government location worldwide. Inpixon’s products and professional services group help customers take advantage of mobile, big data, analytics, and the Internet of Things (IoT) to uncover the untold stories of the indoors. For the latest insight on IPA, follow Inpixon on LinkedIn, @InpixonHQ on Twitter, and visit inpixon.com.

Safe Harbor Statement

All statements in this release that are not based on historical fact are “ forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties and other factors, many of which are outside of the control of Inpixon and its subsidiaries, which could cause actual results to materially differ from such statements. Such risks, uncertainties, and other factors include, but are not limited to, the fluctuation of global economic conditions, the performance of management and employees, Inpixon’s ability to obtain financing, competition, general economic conditions and other factors that are detailed in Inpixon’s periodic and current reports available for review at sec.gov. Furthermore, Inpixon operates in a highly competitive and rapidly changing environment where new and unanticipated risks may arise. Accordingly, investors should not place any reliance on forward-looking statements as a prediction of actual results. Inpixon disclaims any intention to, and undertakes no obligation to, update or revise forward-looking statements.

Contacts:

Inpixon Investor Relations:

CORE IR
Scott Arnold, Managing Director
+1-516-222-2560
www.coreir.com