

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): November 16, 2021

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.)
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2479 E. Bayshore Road, Suite 195 Palo Alto, CA (Address of principal executive offices)	94303 (Zip Code)
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Registrant's telephone number, including area code: **(408) 702-2167**

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	INPX	The Nasdaq Capital Market

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.

Amendment to Inpixon 2018 Employee Stock Incentive Plan

On October 4, 2021, the board of directors (the "Board") of Inpixon (the "Company") approved an amendment (the "Plan Amendment") to the Company's 2018 Employee Stock Incentive Plan, as amended (the "Plan"), to (i) increase the total number of shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") currently reserved and available for grant by 21,269,927 shares resulting in the increase of the number of shares of Common Stock reserved and available for grant under the Plan to 40,000,000 and (ii) increase the maximum number of shares of Common Stock that may be issued in connection with quarterly evergreen increases under the Plan from 1,500,000 shares of Common Stock to 3,000,000. In addition, the Plan Amendment limited that the aggregate number of shares of Common Stock underlying the awards issued under the Plan and the aggregate number of shares issued in the form of incentive stock options to 120,000,000 shares (the "Total Limit") and set forth the methodology of the determination of the Total Limit.

The Board submitted the Plan Amendment to the stockholders of the Company for approval at the Company's 2021 annual meeting of stockholders held on November 16, 2021 (the "Annual Meeting"). As disclosed in Item 5.07 of this Current Report on Form 8-K, the Plan Amendment was approved by the stockholders at the Annual Meeting. For a description of the terms and conditions of the Plan Amendment, see "Proposal Six — Approval of the Amendment of 2018 Employee Stock Incentive Plan" of the Company's definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission (the "SEC") on October 4, 2021 (the "Proxy Statement").

The foregoing description of the Plan Amendment is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 to this Current Report on Form 8-K.

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

Amendment to Articles of Incorporation to Increase the Number of Authorized Shares of Common Stock

On November 18, 2021, the Company filed a certificate of amendment to the Company's articles of incorporation, as amended (the "Articles of Incorporation"), with the Secretary of State of the State of Nevada to increase the number of authorized shares of Common Stock from 250,000,000 to 2,000,000,000 shares (the "Share Increase Amendment").

As disclosed in item 5.07 of this Current Report on Form 8-K, the Share Increase Amendment was approved by the Company's stockholders at the Annual Meeting. For a description of the Share Increase Amendment, see "Proposal Three — Approval of the Authorized Shares Increase" of the Proxy Statement.

The foregoing description of the Share Increase Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Share Increase Amendment a copy of which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

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

On November 16, 2021, the Company held the Annual Meeting. At the Annual Meeting, the Company's stockholders voted on nine (9) proposals, each of which is described in more detail in the Proxy Statement. At the beginning of the Annual Meeting, there were 51,789,355 shares of Common Stock and 58,750 shares of Series 7 Convertible Preferred Stock of the Company ("Series 7 Preferred Stock") present or represented by proxy at the Annual Meeting, which represented approximately 60.24% of the combined voting power of the shares of Common Stock and Series 7 Preferred Stock entitled to vote at the Annual Meeting (voting together as a single class), 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 September 17, 2021 (the "Record Date"), and holders of the Series 7 Preferred Stock were entitled to 800 votes for each share held as of the Record Date.

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Summarized below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting.

Proposal 1. Election of Directors.

Nominee	For	Against	Abstentions	Broker Non-Votes
Nadir Ali	67,080,002	3,909,349	3,434,288	24,365,716
Wendy Loundemon	67,679,785	3,066,734	3,677,120	24,365,716
Leonard A. Oppenheim	63,715,731	7,057,095	3,650,813	24,365,716
Kareem M. Irfan	62,760,603	8,031,275	3,631,761	24,365,716
Tanveer A. Khader	63,298,315	7,483,083	3,642,241	24,365,716

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 or her successor.

Proposal 2. Ratification of Marcum LLP as the Company's independent registered public accounting firm to audit the financial statements for the fiscal year ending December 31, 2021.

For	Against	Abstentions
91,681,877	3,182,746	3,924,732

There were no broker non-votes on this proposal.

The stockholders ratified the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021.

Proposal 3. Approval of the increase of the number of authorized shares of Common Stock from 250,000,000 to 2,000,000,000 shares

For	Against	Abstentions
85,564,879	12,999,953	224,523

There were no broker non-votes on this proposal.

The stockholders approved the amendment to the Articles of Incorporation to increase the number of authorized shares of common stock.

Proposal 4. Approval of Issuance of Earnout Shares pursuant to Nasdaq Listing Rule 5635(c), as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
63,806,178	6,843,322	3,774,139	24,365,716

The stockholders approved the issuance of the Earnout Shares.

Proposal 5. Approval of the Amendment of Articles of Incorporation to extend the permitted period of time between a record date and a stockholder's meeting, as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
68,017,411	2,581,955	3,824,273	24,365,716

The stockholders did not approve the amendment to the Articles of Incorporation permit additional time between a record date and a stockholder's meeting.

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Proposal 6. Approval of the Amendment of the 2018 Employee Stock Incentive Plan, as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
62,381,377	8,430,596	3,611,666	24,365,716

The stockholders approved the Amendment of the 2018 Employee Stock Incentive Plan.

Proposal 7. Approval of the amendment to the Bylaws to decrease the quorum requirement, as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
66,604,997	4,403,194	3,415,448	24,365,716

The stockholders did not approve the amendment to the Bylaws to decrease the quorum requirement.

Proposal 8. Approval of the amendment to the Bylaws to allow the Board to amend the quorum requirement for stockholders' meetings, as more fully described in the Proxy Statement.

For	Against	Abstentions	Broker Non-Votes
61,860,129	9,130,198	3,433,312	24,365,716

The stockholders did not approve the amendment to the Bylaws to amend the quorum requirement for stockholders' meetings

Proposal 9. Authorization to adjourn the Annual Meeting.

For	Against	Abstentions
83,711,349	11,404,697	3,673,309

There were no broker non-votes on this proposal.

The stockholders approved the authorization to adjourn the Annual Meeting.

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Item 8.01 Other Events.

As previously reported in the Company's Current Report on Form 8-K filed with the SEC on September 13, 2021, the Company entered into a Securities Purchase Agreement on September 13, 2021 with certain institutional investors named therein, pursuant to which the Company agreed to issue and sell in a registered direct offering (i) 58,750 shares of the Company's newly designated Series 7 Convertible Preferred Stock, and (ii) related warrants to purchase up to an aggregate of 47,000,000 shares of Common Stock (the "Warrants"). The shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares") were to be either registered and issued by the Company or issued pursuant to an exemption from such registration, provided that the Warrants were to have become exercisable commencing on the effective date upon which the Company would have had sufficient number of authorized shares of Common Stock to permit the full exercise of the Warrants (a "Capital Event").

The Share Increase Amendment, as reported herein, qualifies as the Capital Event. Accordingly, the Company will file a prospectus supplement and related prospectus registering the issuance of the Warrant Shares pursuant to an effective shelf registration statement on Form S-3 (File No. 333-256827), which was declared effective on June 17, 2021. Attached hereto as Exhibit 5.1 is the opinion of Mitchell Silberberg & Knupp LLP relating to the legality of the Warrant Shares.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Articles of Incorporation increasing the number of authorized shares of Common Stock from 250,000,000 to 2,000,000,000 filed with the Secretary of State of the State of Nevada on November 18, 2021
5.1	Opinion of Mitchell Silberberg & Knupp LLP
10.1	Amendment to the Inpixon 2018 Employee Stock Incentive Plan
23.1	Consent of Mitchell Silberberg & Knupp LLP (included in Exhibit 5.1)
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

INPIXON

Date: November 19, 2021

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

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BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Business Entity - Filing Acknowledgement

11/18/2021

Work Order Item Number: W2021111800449 - 1723961
Filing Number: 20211901330
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 11/18/2021 09:55:07 AM
Filing Page(s): 2

Indexed Entity Information:

Entity ID: C8519-1999

Entity Name: INPIXON

Entity Status: Active

Expiration Date: None

Commercial Registered Agent
STATE AGENT AND TRANSFER SYNDICATE, INC.
112 NORTH CURRY STREET, Carson City, NV 89703 - 4934, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State



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

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C8519-1999
Secretary of State State Of Nevada	Filing Number 20211901330
	Filed On 11/18/2021 09:55:07 AM
	Number of Pages 2

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information	Name of entity as on file with the Nevada Secretary of State : Entity or Nevada Business Identification Number (NVID) : NV19991226183
2. Restated or Amended and Restated Articles (Select one): (If amending and restating only, complete section 1, 2 and 6.)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of amendment filing being completed: (Select only one box): (If amending, complete section 1,3,5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) 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: _____ <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.

page 1 of 2



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

Profit Corporation:	
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)	
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)	
Officer's Statement (PURSUANT TO NRS 80.030)	
4. Effective date and Time: (Optional)	Date: <input type="text" value="11/18/2021"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <div style="border: 1px solid black; height: 20px; width: 100%;"></div> (attach additional page(s) if necessary)
6. Signature: (Required)	<div style="display: flex; justify-content: space-between;"><div>X Nadir Ali _____ Signature of Officer, Incorporator or Authorized Signer</div><div>Officer _____ Title</div></div> <p>*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.</p>
Please include any required or optional information in space below: (attach additional page(s) if necessary)	



Mitchell Silberberg & Knupp LLP
A Law Partnership Including Professional Corporations

November 19, 2021

Inpixon
2479 Bayshore Road
Suite 195
Palo Alto, California 94303

Ladies and Gentlemen:

We have acted as counsel to Inpixon, a Nevada corporation (the “Company”), in connection with the registered offering of 47,000,000 shares of the Company’s common stock, \$0.001 par value per share, (the “Underlying Shares”) issuable upon exercise of outstanding warrants to purchase up to 47,000,000 shares of the Company’s common stock at an exercise price of \$1.25 per share (the “Warrants”). The Warrants were issued by the Company together with shares of the Company’s Series 7 convertible preferred stock, \$0.001 par value per share, in a registered offering completed on September 15, 2021.

The Underlying Shares are to be issued by the Company pursuant to a prospectus supplement, dated November 18, 2021, and the accompanying base prospectus, dated June 17, 2021 (such documents, collectively, the “Prospectus”) that form part of the Company’s effective registration statement on Form S-3 (File No. 333-256827) (the “Registration Statement”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

As counsel to the Company in connection with this opinion letter, we have examined such corporate records, documents, and instruments of the Company and reviewed such questions of law as we have deemed necessary for the purpose of rendering the opinions set forth herein and we have examined the proceedings proposed to be taken by the Company relating to the issuance and sale of the Underlying Shares. We have also examined the Registration Statement as filed with the Commission in accordance with the provisions of the Act, and the rules and regulations of the Commission thereunder.

We have examined such documents, including the Designation of Preferences, Rights and Limitations of Series 7 Convertible Preferred Stock and the Warrants, and considered such legal matters as we have deemed necessary and relevant as the basis for the opinions set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

This opinion letter is based as to matters of law solely on Chapter 78 of the Nevada Revised Statutes. We express no opinion herein as to any other statutes, rules, or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that as of the date hereof, following (i) the issuance of the Underlying Shares pursuant to the terms of the Warrants and the due registration on the books of the transfer agent and registrar therefor, and (ii) receipt by the Company of the consideration in the circumstances contemplated by the Warrants, including the cashless exercise mechanism, the Underlying Shares will be validly issued, fully paid, and nonassessable.

With your consent, we have assumed (a) that the Warrants have been duly authorized, executed and delivered by the parties thereto other than the Company, (b) that such securities constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of the Warrants as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K relating to the offering of the Underlying Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus, and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the above-described Form 8-K and to the reference to this firm under the caption “Legal Matters” in the Prospectus. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ MITCHELL SILBERBERG & KNUPP LLP

**AMENDMENT TO THE INPIXON 2018 EMPLOYEE STOCK INCENTIVE PLAN
DATED NOVEMBER 16, 2021**

This Amendment (the “Amendment”) to the Inpixon 2018 Employee Stock Incentive Plan, as amended (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 Board has determined that it is in the best interest of the Company and its stockholders to amend the Plan as set forth below; and

WHEREAS, the stockholders of the Company approved this Amendment on November 16, 2021.

NOW THEREFORE, the Plan is amended as follows:

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 forty million (40,000,000) 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 January 1, 2022, and for each quarter thereafter through October 1, 2028, by a number of shares of Common Stock equal to the least of (i) 3,000,000 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 (the “Unpurchased Shares”). Notwithstanding anything to the contrary herein, the aggregate number of shares of Common Stock underlying the Awards issued to the Eligible Persons during the term of the Plan may not exceed 120,000,000 shares (the “Total Limit”), provided that for the purposes of the determination of the Total Limit, (i) the number of shares of Common Stock shall be calculated at the moment, when the pertinent Award is issued and (ii) the number of Unpurchased Shares shall not count towards the Total Limit. 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 Total Limit.”

2. 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 November 16, 2021.

INPIXON

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