

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 28, 2022

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))

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 5, 2022, 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 allow individuals who have been terminated (other than by death or total disability, or for cause) to extend the period during which they must exercise their stock options beyond the three-month post-termination period currently permitted under the Plan, through individual agreements with the compensation committee, as administrator of the Plan.

The Board submitted the Plan Amendment to the stockholders of the Company for approval at the Company's 2022 annual meeting of stockholders held on November 28, 2022 (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 Four - 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 18, 2022, as amended by Amendment No. 1 to the Company's definitive proxy statement filed with the SEC on November 14, 2022 (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 29, 2022, 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 26,666,667 to 500,000,000 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 Share 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 28, 2022, the Company held the Annual Meeting. At the Annual Meeting, the Company's stockholders voted on five (5) proposals, each of which is described in more detail in the Proxy Statement. At the beginning of the Annual Meeting, there were 177,526,359 shares of Common Stock and Series 8 Convertible Preferred Stock of the Company ("Series 8 Preferred Stock"), on an as-converted basis, present or represented by proxy at the Annual Meeting, which represented approximately 64.26% of the combined voting power of the shares of Common Stock and Series 8 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 30, 2022 (the "Record Date"), and holders of the Series 8 Preferred Stock were entitled to 2,120 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	119,939,222	17,882,115	247,710	39,457,312
Wendy Loundermon	128,692,169	6,218,146	3,158,732	39,457,312
Leonard A. Oppenheim	124,606,166	10,218,096	3,244,785	39,457,312
Kareem M. Irfan	124,505,366	10,342,968	3,220,713	39,457,312
Tanveer A. Khader	113,234,022	21,605,601	3,229,424	39,457,312

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, 2022.

For	Against	Abstentions
167,722,041	9,050,583	753,735

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, 2022.

Proposal 3. Approval of the increase of the number of authorized shares of Common Stock from 26,666,667 to 500,000,000 shares

For	Against	Abstentions
153,681,866	23,645,624	198,869

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

For	Against	Abstentions	Broker Non-Votes
121,140,212	16,526,386	402,449	39,457,312

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

Proposal 5. Authorization to adjourn the Annual Meeting.

For	Against	Abstentions
154,974,066	19,303,355	3,248,938

There were no broker non-votes on this proposal.

The stockholders approved the authorization to adjourn the Annual Meeting.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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3.1	Certificate of Amendment to the Articles of Incorporation increasing the number of authorized shares of Common Stock from 26,666,667 to 500,000,000 filed with the Secretary of State of the State of Nevada on November 29, 2022
10.1	Amendment to the Inpixon 2018 Employee Stock Incentive Plan
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 2, 2022

INPIXON

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

DocuSign Envelope ID: C0C408F7-BF62-42FB-9855-215CDAD466FF



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C8519-1999
Secretary of State State Of Nevada	Filing Number 20222788159
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	Number of Pages 3

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: <input type="text" value="Inpixon"/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV19991226183"/>
2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 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: 55.63% <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> 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.



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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 Website: www.nvsos.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 style="width: 100%;" type="text"/>	Time: <input style="width: 100%;" 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) The first paragraph of "ARTICLE IV. CAPITAL STOCK" is hereby amended a (attach additional page(s) if necessary)
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6. Signature: (Required)	X <u>Nadir Ali</u> <input style="width: 150px;" type="text"/> Chief Executive Officer Signature of Officer or Authorized Signer Title X _____ <input style="width: 150px;" type="text"/> Signature of Officer or Authorized Signer Title *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.
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Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

(a) The first paragraph of "ARTICLE IV. CAPITAL STOCK" is hereby amended and restated as follows:

The Corporation is authorized to issue up to 505,000,000 shares of capital stock of which 500,000,000 shall be designated as "Common Stock," each of which shall have a par value of \$0.001, and 5,000,000 which shall be designated as "Preferred Stock," each of which shall have a par value of \$0.001.

AMENDMENT TO THE INPIXON 2018 EMPLOYEE STOCK INCENTIVE PLAN

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 28, 2022.

NOW THEREFORE, the Plan is amended as follows:

1. Section 4.3.1(A). Section 4.3.1(A) is hereby amended and restated with the following:

"4.3. Exercise of Stock Options.

4.3.1. Subject to the provisions in this Section 4.3 and in Section 10, Stock Options may be exercised in whole or in part. The Committee, in its absolute discretion, shall determine the time or times at which any Stock Option granted under the Plan may be exercised; provided, however, that each Stock Option:

(A) shall be exercisable by a participant only if such participant was an Eligible Person (and in the case of an Incentive Stock Option, was an employee or salaried officer of the Company or any of its Subsidiaries) at all times beginning from the date of the grant of the Incentive Stock Option to a date not more than three months (except as otherwise provided in Section 4.4 and Section 9) before exercise of such Stock Option;"

2. Section 4.4. Section 4.4 is hereby amended and restated with the following:

Termination of Service.

In the event that the service of an individual to whom a Stock Option has been granted under the Plan shall terminate (otherwise than by reason of such individual's death or total disability, or for cause), such option may be exercised (if and to the extent that such individual was entitled to do so at the date of termination of such individual's service) at any time within three months after such termination (unless such individual and the Committee agree to extend such period beyond three months), but in no event after the expiration of the term of the option. No option granted under the Plan may be exercised by a participant following termination of such participant's employment for cause. "Termination for cause" shall mean dismissal for dishonesty, conviction or confession of a crime punishable by law (except minor violations), fraud, misconduct or disclosure of confidential information. If the service of an individual to whom a Stock Option has been granted under the Plan shall be suspended pending an investigation of whether or not the individual shall be terminated for cause, all of the individual's rights under any option granted hereunder likewise shall be suspended during the period of investigation."

3. Section 4.5. Section 4.5 is hereby amended and restated with the following:

"Death or Total Disability of a Stock Option Holder.

In the event of the death or total disability of an individual to whom a Stock Option has been granted under the Plan (i) while serving as an Eligible Person; or (ii) within three months after the termination of such service (or within the additional time period agreed upon by the individual and the Committee pursuant to Section 4.4), other than for cause, such option may be exercised (if and to the extent that the deceased individual was entitled to do so at the date of such individual's death or total disability) by a legatee or legatees of such participant under such individual's last will and testament or by such individual's personal representatives or distributees, at any time within twelve months after such individual's death or total disability, but in no event after the expiration of the term of the option."

4. 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 28th day of November, 2022.

INPIXON

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