

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 13, 2023

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 3.02 Unregistered Sales of Equity Securities.

Inpixon (the "Company") has issued 134,758 shares of its common stock (the "Exchange Common Shares") to the holder of that certain outstanding promissory note of the Company issued on March 18, 2020 (the "March 2020 Note"), at a price of \$1.09 per share, which is equal to the Minimum Price as defined in Nasdaq Listing Rule 5635(d), in connection with the terms and conditions of an Exchange Agreement, dated January 31, 2023, pursuant to which the Company and the holder agreed to (i) partition a new promissory note in the form of the March 2020 Note in the original principal amount of \$146,886.43 and then cause the outstanding balance of the March 2020 Note to be reduced by \$146,886.43; and (ii) exchange the partitioned notes for the delivery of the Exchange Common Shares.

Additionally, the Company has issued 327,868 Exchange Common Shares to the holder of that certain outstanding promissory note of the Company issued on July 22, 2022 (the "July 2022 Note"), at a price of \$0.915 per share, which is equal to the Minimum Price as defined in Nasdaq Listing Rule 5635(d), in connection with the terms and conditions of an Exchange Agreement, dated February 13, 2023, pursuant to which the Company and the holder agreed to (i) partition a new promissory note in the form of the July 2022 Note in the original principal amount of \$300,000 and then cause the outstanding balance of the July 2022 Note to be reduced by \$300,000; and (ii) exchange the partitioned notes for the delivery of the Exchange Common Shares.

The offer and sale of the Exchange Common Shares was not registered under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on an exemption from registration under Section 3(a)(9) of the Securities Act, in that (a) the Exchange Common Shares were issued in exchanges for partitioned notes which are other outstanding securities of the Company; (b) there was no additional consideration of value delivered by the holders in connection with the exchanges; and (c) there were no commissions or other remuneration paid by the Company in connection with the exchanges.

As of February 17, 2023, after taking into account the issuance of the Exchange Common Shares, the Company has 13,844,472 shares of common stock outstanding.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. **Description**

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 17, 2023

INPIXON

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