

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): April 23, 2021

INPIXON

(Exact name of registrant as specified in its charter)

Nevada	001-36404	88-0434915
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
2479 E. Bayshore Road, Suite 195 Palo Alto, CA		94303
(Address of principal executive offices)		(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.

To the extent required by this Item 3.02, the information included in Item 8.01 below is incorporated herein by reference.

The issuance of the common stock, par value \$0.001 per share (the “Common Stock”), of Inpixon (the “Company”) under the Asset Purchase Agreement (defined *infra*) was not registered under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act for private transactions or, alternatively, in reliance on an exemption from registration under Regulation S promulgated thereunder for sales to non-U.S. persons outside the United States, as applicable; in each case – for transactions by an issuer not involving a public offering.

Item 8.01 Other Events.

Asset Purchase Agreement

On April 23, 2021 (the “Closing Date”), the Company entered a certain asset purchase agreement (the “Asset Purchase Agreement”) by and among the Company, Visualix GmbH i.L. (the “Visualix”), Darius Vahdat-Pajouh and Michal Bucko (each, a “Founder,” and collectively, the “Founders”), and Future Energy Ventures Management GmbH (“FEVM”).

Prior to the Closing Date, Visualix owned and operated certain computer vision, robust localization, large-scale navigation, mapping, and 3D reconstruction technologies (collectively, the “Underlying Technology”). In accordance with the terms of the Asset Purchase Agreement, the Company purchased from Visualix the entirety of its assets consisting primarily of intellectual property including the Underlying Technology. Additionally, the Company purchased certain patent applications related to the Underlying Technology from FEVM.

In consideration of the transactions contemplated by the Asset Purchase Agreement, the Company:

- (i) remitted a cash payment in the amount of Fifty Thousand Euros (EUR 50,000) to Visualix;
- (ii) issued 316,768 shares of Common Stock to Visualix; and
- (iii) issued 52,795 shares of Common Stock to FEVM.

The Asset Purchase Agreement includes customary representations and warranties, as well as certain covenants, including, *inter alia*, that the Founders are hired as employees of Inpixon GmbH and Visualix and the Founders shall not, for a period of two (2) years following the Closing Date, directly or indirectly, compete with the Company in the sectors of Mapping and Localization Technology (as defined in the Asset Purchase Agreement).

The foregoing description of the Asset Purchase Agreement does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the full text of the Asset Purchase Agreement, which is filed as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

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: April 29, 2021

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