

**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): **May 22, 2024**

SINTX Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-33624

(Commission
File Number)

84-1375299

(IRS Employer
Identification No.)

**1885 West 2100 South
Salt Lake City, UT 84119**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(801) 839-3500**

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

Check the appropriate box below if the Form 8-K filing 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:

Common Stock, par value \$0.01 per share

Trading Symbol(s):

SINT

Name of each exchange on which registered:

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 3.03 Material Modification to Rights of Security Holders.

As previously disclosed, on May 14, 2024, at a special meeting of the stockholders of SINTX Technologies, Inc. (the "Company"), the Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation to effect a reverse split of the Company's common stock, par value \$0.01 (the "Common Stock") and authorized the Board of Directors (the "Board") to, at their sole discretion, select a ratio of between 1-for-100 and 1-for-300, inclusive.

The Board determined to set the reverse stock split ratio at 1-for-200 (the "Reverse Stock Split"). The Reverse Stock Split will become effective as of 12:01 a.m., Eastern Time on May 28, 2024 (the "Effective Time"), pursuant to a Certificate of Amendment (the "Certificate of Amendment") to the Company's Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 22, 2024. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This discussion is qualified in its entirety by reference to the full text of the Certificate of Amendment.

As a result of the Reverse Stock Split, every two hundred (200) shares of the Company's Common Stock issued or outstanding will be automatically reclassified into one share of Common Stock, subject to the treatment of fractional shares as described below, without any action on the part of the holders. Any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be rounded up to the nearest whole share. Proportionate adjustments will be made to the conversion and exercise prices and the number of shares underlying the Company's outstanding warrants, preferred stock, equity awards and the number of shares reserved under the Company's equity incentive plan. The reverse stock split did not affect the number of authorized shares of common stock or the par value of the common stock.

In connection with the Reverse Stock Split, the CUSIP number of the Common Stock will be changed to 829392703. The Common Stock will begin trading on The Nasdaq Capital Market on a reverse split-adjusted basis on May 28, 2024.

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

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01 Other Events.

On May 23, 2024, the Company issued a press release announcing the filing of the Certificate of Amendment. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of SINTX Technologies, Inc.
99.1	Press release dated May 23, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

SINTX Technologies, Inc.

Date: May 23, 2024

By: /s/ B. Sonny Bal
B. Sonny Bal, M.D.
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED
CERTIFICATE OF INCORPORATION
OF
SINTX TECHNOLOGIES, INC.**

Sintx Technologies, Inc. (the “*Corporation*”), a corporation duly organized and existing under the Delaware General Corporation Law (the “*DGCL*”), does hereby certify that:

First. The amendment to the Corporation’s Restated Certificate of Incorporation set forth below was duly adopted by the Board of Directors at a meeting in accordance with the provisions of Section 242 of the DGCL and was approved by the stockholders at a meeting of the Corporation’s stockholders, duly called and held upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

Second. The Restated Certificate of Incorporation is hereby amended by adding the following new paragraph to Article FOURTH:

“Upon the filing and effectiveness (the “*Effective Time*”) pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each two-hundred (200) shares of Common Stock, par value \$0.01 (the “*Old Common Stock*”) either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.01 per share (the “*New Common Stock*”). The Corporation shall, through its transfer agent, provide certificates representing New Common Stock to holders of Old Common Stock in exchange for certificates representing Old Common Stock. From and after the Effective Date, certificates representing shares of Old Common Stock are hereby canceled and shall represent only the right of holders thereof to receive New Common Stock. The Corporation shall not issue fractional shares of New Common Stock. The reverse stock split shall not increase or decrease the amount of stated capital or paid-in surplus of the Corporation, provided that any fractional share that would otherwise be issuable as a result of the reverse stock split shall be rounded up to the nearest whole share of New Common Stock. From and after the Effective Date, the term “New Common Stock” as used in this Article 4 shall mean common stock as provided in the Amended and Restated Certificate of Incorporation.”

Third. Except as herein amended, the Corporation’s Amended and Restated Certificate of Incorporation shall remain in full force and effect.

Fourth. This amendment shall be effective on May 28, 2024 at 12:01 a.m. Eastern Time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on this 22^d day of May, 2024.

SINTX TECHNOLOGIES, INC.

By: /s/ B. Sonny Bal

B. Sonny Bal, M.D.

Its: Chairman of the Board and CEO



SINTX TECHNOLOGIES ANNOUNCES REVERSE STOCK SPLIT EFFECTIVE MAY 28, 2024

SALT LAKE CITY, May 23, 2024 (GLOBE NEWSWIRE) - SINTX Technologies, Inc. (NASDAQ: SINT) today announced that its Board of Directors has declared a 1-for-200 reverse stock split of the company's common stock. The reverse stock split will become effective on May 28, 2024 (the "Effective Date") at 12:01 AM Eastern Time. The company's common stock is expected to begin trading on a split-adjusted basis when the markets open on May 28, 2024 under the current trading symbol "SINT."

The reverse stock split is primarily intended to bring the company into compliance with the minimum bid price requirements for maintaining its listing on the Nasdaq Capital Market. The new CUSIP number for the Company's shares of common stock following the reverse split will be 829392 703.

As a result of the reverse stock split, every 200 shares of the company's common stock issued and outstanding will be automatically reclassified into one new share of common stock. Proportionate adjustments will be made to the conversion and exercise prices and the number of shares underlying the Company's outstanding warrants, preferred stock, equity awards and the number of shares reserved under the Company's equity incentive plan. The reverse stock split will not affect the number of authorized shares of common stock or the par value of the common stock.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the company, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. Any fractional shares of common stock resulting from the reverse stock split will be rounded up to the nearest whole share and no stockholders will receive cash in lieu of fractional shares.

The reverse stock split will reduce the number of issued and outstanding shares of the Company's common stock from approximately 123 million to approximately 0.6 million.

The Company's transfer agent, Equiniti Trust Company LLC, will send each stockholder a transaction statement indicating the number of shares of common stock the stockholder holds after the reverse stock split. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker's particular processes. Such stockholders will not be required to take any action in connection with the reverse stock split.

Additional information about the reverse stock split and stockholder approval can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on April 16, 2024, which is available free of charge at the SEC's website, www.sec.gov, and at the company's website, www.sintx.com.

About SINTX Technologies

SINTX Technologies is an advanced ceramics company that develops and commercializes materials, components, and technologies for medical and technical applications. SINTX is a global leader in the research, development, and manufacturing of silicon nitride, and its products have been implanted in humans since 2008. Over the past several years, SINTX has utilized strategic acquisitions and alliances to enter into new markets. The Company has manufacturing facilities in Utah and Maryland.

For more information on SINTX Technologies or its silicon nitride material platform, please visit www.sintx.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA") that are subject to a number of risks and uncertainties. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date on which they are made and reflect management's current estimates, projections, expectations and beliefs. There can be no assurance that implementing a reverse stock split will result in the company regaining compliance with Nasdaq listing requirements or that if compliance is regained that the company will be able to maintain such compliance. A discussion of additional risks and uncertainties can be found in SINTX's Risk Factors disclosure in its Annual Report on Form 10-K, filed with the SEC on March 27, 2024, and in SINTX's other filings with the SEC. SINTX disclaims any obligation to update any forward-looking statements. SINTX undertakes no obligation to publicly revise or update the forward-looking statements to reflect events or circumstances that arise after the date of this report.

Contact:

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