

**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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): July 7, 2023

HEARTBEAM, INC.

(Exact name of Registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-41060
(Commission File Number)

47-4881450
**(IRS Employer
Identification No.)**

2118 Walsh Avenue, Suite 210
Santa Clara, CA 95050
(Address of principal executive offices, including zip code)

(408) 899-4443
(Registrant's telephone number, including area code)

Check the appropriate box below if the 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communication 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	BEAT	NASDAQ
Warrant	BEATW	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07 Submission of Matters to a Vote of Security Holders

On July 7, 2023, HeartBeam, Inc. (the "Company") held an annual meeting of stockholders (the "Annual Meeting") virtually, via live webcast.

As of the close of business on May 10, 2023, the record date for the Annual Meeting (the "Record Date"), 25,901,240 shares of the Company's common stock, par value \$0.0001 (the "Common Stock") were outstanding and entitled to vote. At the Annual Meeting, a total of 17,719,273 votes, comprised of shares of the Company's Common Stock, equivalent to approximately 68.41% of the outstanding votes, were represented in person or by proxy at the Annual Meeting, constituting a quorum. The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against/withheld, as well as the number of abstentions and broker non-votes, as to such matters, where applicable, are set forth below.

1. The five nominees for director were elected to serve a one-year term as follows:

Director	Votes For	Votes Against	Abstain	Broker Non-Vote
Richard Ferrari	14,018,463	176,653	63,762	3,460,395
Branislav Vajdic, PhD	14,178,136	26,781	53,961	3,460,395
George A. de Urioste	13,921,915	161,275	175,688	3,460,395
Marga Ortigas-Wedekind	14,180,333	24,414	54,131	3,460,395
Willem Elfrink	14,034,713	160,535	63,630	3,460,395

2. The proposal to ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 was approved as follows:

Votes For	Votes Against	Broker Non-Votes	Votes Abstained
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17,691,638

8,471

0

19,164

3. The proposal to amend the 2022 Equity Incentive Plan to increase the number of authorized shares from 1,900,000 shares to 5,900,000 shares:

Votes For	Votes Against	Broker Non-Votes	Votes Abstained
13,469,751	788,072	3,460,395	1,055

(d) Exhibits.

Exhibit Number	Description
10.1	First Amendment to the HeartBeam, Inc. 2022 Equity Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

HeartBeam, Inc.

Date: July 11, 2023

By: /s/ Richard Brounstein
Name: Richard Brounstein
Title: Chief Financial Officer

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**FIRST AMENDMENT TO THE
HEARTBEAM, INC.
2022 EQUITY INCENTIVE PLAN**

Effective as of June 15, 2022, HeartBeam, Inc., a Delaware corporation (the “Company”), established, and the shareholders approved, the Company’s 2022 Equity Incentive Plan (the “2022 Equity Plan”). By adoption of this instrument, the Company now desires to amend (the “First Amendment”) the 2022 Equity Plan to increase the maximum number of shares available for issuance under the Plan by 4,000,000 from 1,900,000 to 5,900,000 shares.

1. This Amendment shall be effective as of the date it is approved by the Company’s shareholders at the Company’s 2023 Annual Meeting and shall be void in the absence of such approval.
2. Section 3(a)(i) of the 2022 Equity Plan (Shares Subject to the Plan) is hereby amended and restated in its entirety to read as follows:
 - a. “Allocation of Shares to Plan. The maximum aggregate number of Shares that may be issued under the Plan is:
 - (i) 5,900,000 Shares, plus up to 1,178,194 shares of Common Stock that may become available for issuance as a result of recycling of awards under the 2015 Equity Incentive Plan”
3. This First Amendment shall only amend the provisions of the 2022 Equity Plan referred to above, and those provisions not amended hereby shall be considered in full force and effect, unless the context indicates otherwise.

IN WITNESS WHEREOF, the Company has caused this First Amendment to be signed by Branislav Vajdic, a duly authorized officer of the Company, on July 7, 2023.

Dated: July 7, 2023

/s/ Branislav Vajdic
Branislav Vajdic
Chief Executive Officer
