

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): February 21, 2025

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 8.01 Other Events.

As previously reported, on February 14, 2025, HeartBeam, Inc. (the "Company") consummated its public offering (the "Offering") of an aggregate of 5,882,353 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") at a price of \$1.70 per share, generating gross proceeds of \$10,000,000. In connection with the Offering, the Company granted the underwriter an option ("Over-allotment Option"), exercisable for 45 days from February 12, 2025, to purchase up to an additional 882,353 shares of Common Stock (the "Over-allotment Shares") from the Company at the Offering price, less the underwriting discount, to cover over-allotments in the Offering.

On February 21, 2025, the underwriter exercised the bulk of the Over-allotment Option of 864,033, and on February 25, 2025, the closing of the purchase of the Over-Allotment Shares occurred, generating gross proceeds of approximately \$1.5 million, before deducting underwriting discounts, commissions and offering expenses.

On February 25, 2025, the Company issued a press release announcing the full exercise and closing of the Over-Allotment Option. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are filed with this report:

Exhibit No.	Description
99.1	Press Release, dated February 25, 2025

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.

Date: February 26, 2025

HeartBeam, Inc.

By: /s/ Timothy Cruickshank

Name: Timothy Cruickshank

Title: Chief Financial Officer



HeartBeam Announces Exercise and Closing of Underwriter's Over-Allotment Option for Public Offering of Common Stock

- *Additional gross proceeds of approximately \$1.5 Million*
- *Follows successful closing of \$10 million underwritten offering*
- *Funding is part of the Company's strategic plan focusing on key growth milestones and preparation for U.S. commercialization*

SANTA CLARA, CA – February 25, 2025 – HeartBeam, Inc. (NASDAQ: BEAT), a medical technology company focused on transforming cardiac care by providing powerful personalized insights, today announced that the underwriter of its previously announced public offering of HeartBeam's common stock has exercised its option to purchase an additional 864,033 shares at \$1.70 per share, resulting in additional gross proceeds of approximately \$1.5 million, before deducting the underwriting discount and commissions and offering expenses.

After giving effect to the exercise of the over-allotment option, the total number of shares sold by HeartBeam in the public offering increased to 6,746,386 shares and gross proceeds increased to approximately \$11.5 million. The exercise of the over-allotment option closed February 25, 2025, and the 5,882,353 share firm commitment underwritten offering closed February 14, 2025.

MDB Capital acted as the underwriter for the offering and Paulson Investment Company LLC participated as a selected dealer.

The funding supports the Company's strategic plan, focusing on key growth milestones and preparation for U.S. commercialization. The Company intends to use the net proceeds from the offering for commercial-readiness activities; investments into key R&D, clinical, and regulatory projects; working capital; and other general corporate purposes.

The offering was made only by means of a written prospectus and prospectus supplement that form a part of the registration statement. A final prospectus supplement and accompanying prospectus relating to the offering has been filed with the SEC and is available on the SEC's website at www.sec.gov. A copy of the final prospectus supplement and accompanying prospectus may be obtained by contacting: MDB Capital, 14135 Midway Road, G-150, Addison, Texas 75001, by telephone at (945) 262-9010 or by email at community@mdb.com.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the shares of common stock, nor will there be any sale of the shares of common stock in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

About HeartBeam, Inc.

HeartBeam, Inc. (NASDAQ: BEAT) is a medical technology company dedicated to transforming the detection and monitoring of critical cardiac conditions. The Company is creating the first ever cable-free synthesized 12-lead ECG capable of capturing the heart's electrical signals from three distinct directions. This platform technology is designed for portable devices that can be used wherever the patient is to deliver actionable heart intelligence. Physicians will be able to identify cardiac health trends and acute conditions and direct patients to the appropriate care – all outside of a medical facility, thus redefining the future of cardiac health management. The Company holds 13 US and 4 international issued patents related to technology enablement. For additional information, visit HeartBeam.com.

Forward-Looking Statements

All statements in this release that are not based on historical fact are "forward-looking statements." While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, as a result of various factors including those risks and uncertainties described in the Risk Factors and in Management's Discussion and Analysis of Financial Condition and Results of Operations sections of our Forms 10-K, 10-Q and other reports filed with the SEC and available at www.sec.gov. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

Investor Relations Contact:

Chris Tyson
Executive Vice President
MZ North America
Direct: 949-491-8235
BEAT@mzgroup.us
www.mzgroup.us

Media Contact:

media@heartbeam.com