

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 11, 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 5.07 Submission of Matters to a Vote of Security Holders

On July 11, 2025, 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 12, 2025, the record date for the Annual Meeting (the "Record Date"), 33,809,707 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 18,702,366 votes, comprised of shares of the Company's Common Stock, equivalent to approximately 55.32% 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 nine nominees for director were elected to serve a one-year term as follows:

Director	Votes For	Votes Against	Abstain	Broker Non-Vote
Richard Ferrari	6,796,276	237,566	88,764	11,579,760
Branislav Vajdic, PhD	6,971,395	64,960	86,251	11,579,760
George A. de Urioste	6,748,429	165,710	208,467	11,579,760
Marga Ortigas-Wedekind	5,153,730	1,878,916	89,960	11,579,760
Willem Elfrink	6,867,987	162,120	92,499	11,579,760
Mark Strome	5,499,488	1,531,719	91,399	11,579,760
Kenneth Nelson	6,996,326	36,889	89,391	11,579,760
Michael Jaff	6,992,884	37,023	92,699	11,579,760
Robert Eno	6,995,306	41,109	86,191	11,579,760

2. The proposal to ratify the appointment of CBIZ CPAs P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025, was approved as follows:

Votes For	Votes Against	Broker Non-Votes	Votes Abstained
18,388,997	55,859	0	257,510

3. The proposal to amend the 2022 Equity Incentive Plan to increase the number of authorized shares from 8,900,000 shares to 11,900,000 shares:

Votes For	Votes Against	Broker Non-Votes	Votes Abstained
4,375,827	2,717,474	11,579,760	29,305

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
10.1	Third 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 16, 2025

/s/ Timothy Cruickshank
Name: Timothy Cruickshank
Title: Chief Financial Officer

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

Effective as of July 11, 2025, HeartBeam, Inc., a Delaware corporation (the “Company”), established, and the shareholders approved, the third amendment (the “Third Amendment”) to the Company’s 2022 Equity Incentive Plan (the “2022 Equity Plan”). By adoption of this instrument, the Company now desires to amend the 2022 Equity Plan to increase the maximum number of shares available for issuance under the 2022 Plan by 3,000,000 from 8,900,000 to 11,900,000 shares.

1. This Amendment shall be effective as of the date it is approved by the Company’s shareholders at the Company’s 2025 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) 11,900,000 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 Third 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 Third Amendment to be signed by Timothy Cruickshank, a duly authorized officer of the Company, on July 11, 2025.

Dated: July 11, 2025

/s/ Timothy Cruickshank

Timothy Cruickshank

Chief Financial Officer