
**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 25, 2023

CLEARPOINT NEURO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34822
(Commission
File Number)

58-2394628
(I.R.S. Employer
Identification Number)

120 S. Sierra Ave., Suite 100
Solana Beach, CA 92075
(Address of principal executive offices, zip code)

(888) 287-9109
(Registrant's telephone number, including area code)

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 | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.01 par value per share | CLPT | 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2023 annual meeting of the stockholders (the “Annual Meeting”) of ClearPoint Neuro, Inc. (the “Company”) held on May 24, 2023, the Company’s stockholders approved an amendment (the “Certificate of Amendment”) to the Company’s Amended and Restated Certificate of Incorporation to reduce the number of authorized shares of the Company’s common stock from two hundred million (200,000,000) shares to ninety million (90,000,000) shares. No other changes were made to the Company’s certificate of incorporation. The foregoing description of the Certificate of Amendment is only a summary and is qualified in its entirety by the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the Company’s stockholders considered and voted on the following proposals:

- (1) The election of eight directors to serve until the 2024 annual meeting of stockholders;
- (2) The ratification of the appointment of Cherry Bekaert LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023;
- (3) The advisory approval of executive compensation; and
- (4) The approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation.

Each proposal was approved and the final voting results for each proposal are described below. For beneficial owners holding the Company’s common stock at a bank or broker institution, a “broker non-vote” occurred if the owner failed to give voting instructions, and the bank or broker was otherwise restricted from voting on the owner’s behalf.

1. **Election of Directors.** The following named persons were elected as directors of the Company to serve until the 2024 annual meeting of stockholders or until their successors have been duly elected and qualified or until their earlier death, resignation, disqualification or removal. The votes were cast as follows:

| Name | For | Withheld | Broker Non-Votes |
|---------------------|-----------|----------|------------------|
| Joseph M. Burnett | 9,508,775 | 65,864 | 4,856,372 |
| R. John Fletcher | 8,847,706 | 726,933 | 4,856,372 |
| Lynnette C. Fallon | 8,767,508 | 807,131 | 4,856,372 |
| Pascal E.R. Girin | 8,847,611 | 727,028 | 4,856,372 |
| B. Kristine Johnson | 8,784,039 | 790,600 | 4,856,372 |
| Matthew B. Klein | 9,508,771 | 65,868 | 4,856,372 |
| Linda M. Liao | 9,504,476 | 70,163 | 4,856,372 |
| Timothy T. Richards | 8,848,151 | 726,488 | 4,856,372 |

2. **Ratification of Independent Registered Public Accounting Firm.** The stockholders ratified the appointment of Cherry Bekaert LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023. The votes were cast as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 14,419,693 | 3,150 | 8,168 | — |

3. **Advisory approval of executive compensation.** The stockholders, on an advisory basis, approved the compensation of the Company’s executives. The votes were cast as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 9,224,361 | 127,029 | 223,249 | 4,856,372 |

4. **Approval of the Amendment to the Amended and Restated Certificate of Incorporation.** The stockholders approved the amendment to the Company's Amended and Restated Certificate of Incorporation. The votes were cast as follows:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 14,331,081 | 14,944 | 84,986 | — |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| Exhibit 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of ClearPoint Neuro, Inc. |
| Exhibit 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.

Date: May 25, 2023

CLEARPOINT NEURO, INC.

By: /s/ Danilo D'Alessandro
Danilo D'Alessandro
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CLEARPOINT NEURO, INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

CLEARPOINT NEURO, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. Section A of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

“**A. Authorized Stock.** The total number of shares which the Corporation shall have authority to issue is One Hundred Fifteen Million (115,000,000), consisting of Ninety Million (90,000,000) shares of Common Stock, par value \$0.01 per share (the “Common Stock”), and Twenty Five Million (25,000,000) shares of Preferred Stock, par value \$0.01 per share (the “Preferred Stock”).”

1. The amendment to the Amended and Restated Certificate of Incorporation of the Corporation effected hereby has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
1. This Certificate of Amendment will become effective as of 12:01 a.m. EST on May 25, 2023.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of May, 2023.

CLEARPOINT NEURO, INC.

By: /s/ Joseph Burnett
Name: Joseph Burnett
Title: President and Chief Executive Officer