

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): September 18, 2023

INPIXON

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-36404

(Commission File Number)

88-0434915

(I.R.S. Employer
Identification No.)

2479 E. Bayshore Road, Suite 195
Palo Alto, CA

(Address of principal executive offices)

94303

(Zip Code)

Registrant's telephone number, including area code: (408) 702-2167

N/A

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

Check the appropriate box below if the Form 8-K 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	INPX	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 18, 2023, the board of directors (the "Board") of Inpixon (the "Company") approved two amendments to the Company's amended and restated by-laws, as amended (the "By-Laws"), effective as of the date of the Board's approval ("By-Laws Amendment No. 3" and "By-Laws Amendment No. 4," respectively), pursuant to NRS 78.120(2) of Chapter 78 of the Nevada Revised Statutes (the "NRS"). By-Laws Amendment No. 3 gives the Board the full power and authority to amend the By-Laws as permitted by the NRS. By-Laws Amendment No. 4 (i) revises certain By-Laws relating to the removal of directors and the filling of vacancies on the Board to be consistent with NRS 78.335 and (ii) reduces the quorum requirement for all meetings of stockholders (unless otherwise provided by the NRS, the Company's articles of incorporation or the By-Laws) from the presence, in person or by proxy, of a majority of the outstanding shares of stock entitled to vote to the presence, in person or by proxy, of one-third of the outstanding shares of stock entitled to vote, as permitted pursuant to NRS 78.320(1) and Nasdaq Listing Rule 5620(c).

The foregoing description of By-Laws Amendment No. 3 and By-Laws Amendment No. 4 does not purport to be complete. The foregoing description is qualified in its entirety by reference to By-Laws Amendment No. 3 and By-Laws Amendment No. 4, which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other Events.

On September 18, 2023, the Company determined to reschedule the Company's upcoming Special Meeting of Stockholders (the "Special Meeting"), originally scheduled for Thursday, August 3, 2023 at 10:00 a.m., Pacific Time, and previously postponed to Friday, September 8, 2023 at 10:00 a.m., Pacific Time, and further postponed to Monday, October 2, 2023, at 10:00 a.m., Pacific Time.

The Special Meeting has been rescheduled to Friday, September 29, 2023, at 10:00 a.m., Pacific Time. The Special Meeting will still be completely virtual, the record date for the Special Meeting remains June 21, 2023, and the live audio webcast for the Special Meeting will be available by visiting www.virtualshareholdermeeting.com/INPX2023.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	By-Laws Amendment No. 3
3.2	By-Laws Amendment No. 4
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

1

SIGNATURE

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.

INPIXON

Date: September 19, 2023

By: /s/ Nadir Ali
Name: Nadir Ali
Title: Chief Executive Officer

2

**AMENDMENT NO. 3
TO THE AMENDED AND RESTATED BY-LAWS
OF
INPIXON,
a Nevada corporation**

Effective Date: September 18, 2023

This Amendment No. 3 (this "Amendment") to the Amended and Restated By-Laws of Inpixon, a Nevada corporation (the "Corporation"), as amended by that certain Amendment No. 1 dated as of April 29, 2011, and Amendment No. 2 dated as of September 12, 2021 (the "By-Laws"), is made effective as of the date first above written, in accordance with Section 78.120 of the Nevada Revised Statutes, and hereby amends the By-Laws as follows:

1. Amendment by Directors. Section 2 of Article V of the By-Laws is hereby amended by deleting and restating such Section 2 in its entirety as follows:

“Section 2. Amendment by Directors.

Unless otherwise prohibited by any By-Law adopted by the stockholders in accordance with Section 1 of this Article V, the Directors may adopt, amend or repeal any By-Law, including any By-Law adopted by the stockholders.”

2. Except as expressly modified by this Amendment, the By-Laws and all of the provisions contained therein shall remain in full force and effect.

3. The By-Laws, as modified by this Amendment, constitute the entire By-Laws of the Corporation.

[Signature Page Follows]

CERTIFICATION

The undersigned hereby certifies that the foregoing Amendment to the By-Laws of the Corporation was duly adopted on September 18, 2023.

By: /s/ Wendy Loundermon

Name: Wendy Loundermon

Title: Secretary

**AMENDMENT NO. 4
TO THE AMENDED AND RESTATED BY-LAWS
OF
INPIXON,
a Nevada corporation**

Effective Date: September 18, 2023

This Amendment No. 4 (this "Amendment") to the Amended and Restated By-Laws of Inpixon, a Nevada corporation (the "Corporation"), as amended by that certain Amendment No. 1 dated as of April 29, 2011, Amendment No. 2 dated as of September 12, 2021, Amendment No. 3 dated September 18, 2023 (the "By-Laws"), is made effective as of the date first above written in accordance with Section 78.120 of the Nevada Revised Statutes, and hereby amends the By-Laws as follows:

1. Vacancies; Removal of Directors.

Section 4 of Article II of the By-Laws is hereby amended by deleting and restating Subsection 4.2 in its entirety as follows:

"4.2 Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the next annual meeting of the Stockholders and until a successor has been elected and qualified."

Section 5 of Article II of the By-Laws is hereby amended by deleting Sections 5.1. and 5.2 in their entirety and inserting, after the heading for said Section 5, the following:

"Any director or one or more of the incumbent directors may be removed as a director only by the vote of holders of capital stock of the Corporation representing not less than two-thirds (66 2/3%) of the voting power of the issued and outstanding capital stock of the Corporation entitled to vote."

2. Quorum. Section 5 of Article IV of the By-Laws is hereby amended by deleting and restating Subsection 5.1 in its entirety as follows:

"5.1 Except as otherwise provided by the Code, the Articles of Incorporation, or these By-laws, the holders of one-third (33 1/3%) of the voting power of the outstanding shares of capital stock of the Corporation present in person or by proxy, regardless of whether the proxy has authority to vote on any matter, shall constitute a quorum at the meeting of Stockholders; provided, however, that if specified business is to be voted on by a class of the Corporation's capital stock or a series of the Corporation's capital stock voting as a class, the holders of one-third (33 1/3%) of the voting power of the shares of such class or series, present in person or by proxy, regardless of whether the proxy has authority to vote on any matter, shall constitute a quorum for the transaction of such specified business."

3. Except as expressly modified by this Amendment, the By-Laws and all of the provisions contained therein shall remain in full force and effect.

4. The By-Laws, as modified by this Amendment, constitute the entire By-Laws of the Corporation.

[Signature Page Follows]

CERTIFICATION

The undersigned hereby certifies that the foregoing Amendment to the By-Laws of the Corporation was duly adopted on September 18, 2023.

By: /s/ Wendy Loundermon
Name: Wendy Loundermon
Title: Secretary