

**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): **December 7, 2022**

Nuwellis, Inc.

(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction of Incorporation or
Organization)**

**001-35312
(Commission File Number)**

**No. 68-0533453
(I.R.S. Employer Identification No.)**

**12988 Valley View Road, Eden Prairie, MN 55344
(Address of Principal Executive Offices) (Zip Code)**

**(952) 345-4200
(Registrant's Telephone Number, Including Area Code)**

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, par value \$0.0001 per share	NUWE	Nasdaq Capital Market

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))

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 5.07 Submission of Matters to a Vote of Security Holders.

The information disclosed in Item 8.01 below is incorporated herein by reference.

Item 8.01 Other Events

On December 7, 2022, Nuwellis, Inc. (the “*Company*”) convened its special meeting of stockholders (the “*Special Meeting*”). At that time, there were not present virtually or represented by proxy a sufficient number of shares of the Company’s common stock to constitute a quorum. Accordingly, the Company adjourned the Special Meeting without any business being conducted, in order to allow time to achieve quorum and to allow the Company’s stockholders additional time to vote on the proposals set forth in the Company’s [definitive proxy statement](#) filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on November 7, 2022 (the “*Proxy Statement*”).

The adjourned Special Meeting will reconvene on January 4, 2023 at 2:00 p.m. (Central Time) virtually at www.viewproxy.com/nuwesm/2022. The close of business on October 13, 2022 will continue to be the record date for the determination of stockholders of the Company entitled to vote at the Special Meeting. Stockholders of the Company who have previously submitted their proxy or otherwise voted and who do not want to change their vote do not need to take any action.

No changes have been made in the proposals to be voted on by stockholders at the Special Meeting. The Company encourages all of its stockholders to read the Company’s definitive Proxy Statement, which is available free of charge on the SEC’s website at www.sec.gov.

During the period of adjournment, the Company will continue to solicit votes from its stockholders with respect to the proposals set forth in the Proxy Statement. The Company encourages all stockholders who have not yet voted to do so promptly.

As of December 6, 2022, the Company had 51,941,094 shares of common stock issued and outstanding.

On December 8, 2022, the Company issued a press release announcing the adjournment of the Special Meeting. A copy of the press release is furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Exhibit Description
99.1	Press Release dated December 8, 2022
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: December 8, 2022

NUWELLIS, INC.

By: /s/ NESTOR JARAMILLO, JR
Name: Nestor Jaramillo, Jr.
Title: President and Chief Executive Officer



Nuwellis, Inc. Announces Adjournment of Special Meeting of Stockholders Due to Lack of Quorum

Minneapolis, Minn. /GLOBENEWSWIRE/December 8, 2022/ Nuwellis, Inc. (Nasdaq: NUWE), a medical technology company focused on transforming the lives of people with fluid overload, today announced that the Company's Special Meeting of Stockholders, on December 7, 2022 at 2:00 p.m. (CST), was convened and adjourned, without any business being conducted, due to lack of the required quorum.

A quorum consists of one-third of the outstanding shares entitled to vote. There were fewer than one-third of outstanding shares entitled to vote, either present virtually or represented by proxy, at the Special Meeting. The Special Meeting therefore had no quorum and was adjourned to 2:00 p.m. Central Time on January 4, 2023 at www.viewproxy.com/nuwesm/2022 to allow additional time for the Company's stockholders to vote on the proposals set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on November 7, 2022.

During the period of adjournment, the Company will continue to solicit votes from its stockholders with respect to the proposals set forth in the proxy statement.

Only stockholders of record as of the record date, October 13, 2022, are entitled to and are being requested to vote. At the time the Special Meeting was adjourned, proxies had been submitted by stockholders representing approximately 31.69% of the shares of the Company's common stock outstanding and entitled to vote at the Special Meeting. Proxies previously submitted in respect of the Special Meeting will be voted at the adjourned Special Meeting unless properly revoked, and stockholders who have previously submitted a proxy or otherwise voted need not take any action.

The Company encourages all stockholders of record on October 13, 2022 who have not yet voted to do so before Tuesday, January 3, 2023 at 10:59 p.m., Central Time.

Important Information

This material may be deemed to be solicitation material in respect of the Special Meeting to be reconvened and held on Wednesday, January 4, 2023. In connection with the Special Meeting, the Company filed a definitive proxy statement with the SEC on November 7, 2022. **BEFORE MAKING ANY VOTING DECISIONS, STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE SPECIAL MEETING.** The definitive proxy statement was mailed to stockholders who are entitled to vote at the Special Meeting. No changes have been made in the proposals to be voted on by stockholders at the Special Meeting. The Company's proxy statement and any other materials filed by the Company with the SEC can be obtained free of charge at the SEC's website at sec.gov or at www.proxyvote.com.

About Nuwellis

Nuwellis, Inc. (Nasdaq: NUWE) is a medical technology company dedicated to transforming the lives of patients suffering from fluid overload through science, collaboration, and innovation. The company is focused on developing, manufacturing, and commercializing the Aquadex SmartFlow[®] system for ultrafiltration therapy. Nuwellis is headquartered in Minneapolis, Minnesota, with a wholly owned subsidiary in Ireland.

About the Aquadex SmartFlow System

The Aquadex SmartFlow system delivers clinically superior therapy using a simple, flexible and smart method of removing excess fluid from patients suffering from hypervolemia (fluid overload). The Aquadex SmartFlow system is indicated for temporary (up to 8 hours) or extended (longer than 8 hours in patients who require hospitalization) use in adult and pediatric patients weighing 20 kg or more whose fluid overload is unresponsive to medical management, including diuretics. All treatments must be administered by a health care provider, within an outpatient or inpatient clinical setting, under physician prescription, both having received training in extracorporeal therapies.

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CONTACTS

INVESTORS:

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