
**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 13, 2024

NEXTPLAT CORP

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation or Organization)

001-40447
(Commission
File No.)

65-0783722
(I.R.S. Employer
Identification No.)

3250 Mary St., Suite 410
Coconut Grove, FL 33133
(Address of principal executive offices and zip code)

(305) 560-5355
(Registrant's telephone number, including area code)

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

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 (see General Instruction A.2. below):

- 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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol (s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001	NXPL	The Nasdaq Stock Market, Inc.
Warrants	NXPLW	The Nasdaq Stock Market, Inc.

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

On September 13, 2024, NextPlat Corp (the “Company”) held its 2024 Annual Meeting (the “Annual Meeting”). At the Annual Meeting, the business combination pursuant to which Progressive Care Inc., a controlled subsidiary of the Company (“Progressive Care”), would become a wholly-owned subsidiary of the Company, was approved, each director nominee was elected, and each other matter submitted to a vote of the Company’s stockholders at the Annual Meeting, as described below, was approved by the requisite vote of the Company’s stockholders. A playback of the Annual Meeting can be found at www.virtualshareholdermeeting.com/NXPL2024.

The number of shares of common stock that voted on matters presented at the Annual Meeting was 15,077,886, representing approximately 79.47% of the 18,973,146 shares outstanding as of July 29, 2024, the record date for the Annual Meeting.

The final voting results for each of the proposals submitted to a vote of the stockholders of the Company at the Annual Meeting are set forth below. The proposals are described in detail in the Company’s Joint Proxy Statement/Prospectus filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 2, 2024 (the “Proxy Statement/Prospectus”) and are incorporated herein by reference.

1. **Business Combination Proposal.** The vote to consider and vote upon a proposal to approve and adopt the Merger Agreement and Plan of Reorganization, dated as of April 12, 2024 (the “Merger Agreement”), by and among the Company, Progressive Care LLC, a Nevada limited liability company and wholly-owned subsidiary of the Company (“Merger Sub”), and Progressive Care and the transactions contemplated thereby, was as follows:

Votes For	Votes Against	Abstentions
11,942,853	41,054	1,671

2. **Nasdaq Proposal.** The vote to approve the issuance of more than 20% of the issued and outstanding shares of NextPlat Common Stock in connection with the terms of the Merger Agreement pursuant to Nasdaq Listing Rule 5635(a) was as follows:

Votes For	Votes Against	Abstentions
11,908,525	70,324	6,729

3. **Election of Directors Proposal.** The vote to elect eight Board nominees to the NextPlat Board, each to serve until the next annual meeting of stockholders of NextPlat, or until such person’s successor is elected and qualified was as follows:

Nominee	Votes For	Votes Against	Abstentions
Charles M. Fernandez	11,931,646	49,113	4,819
Douglas S. Ellenoff	11,880,577	51,518	53,483
Rodney Barreto	11,900,007	50,553	35,018
Louis Cusimano	11,861,563	60,185	63,830
Hector Delgado	11,931,506	45,933	8,139
David Phipps	11,908,700	45,395	31,483
Jervis Hough	11,924,944	52,495	8,139
Anthony Armas	11,929,921	47,518	8,139

4. **Appointment of Independent Registered Public Accounting Firm Proposal.** The vote to ratify the appointment of RBSM LLP as the NextPlat’s independent registered public accounting firm for the year ending December 31, 2024 was as follows:

Votes For	Votes Against	Abstentions
14,926,602	135,005	16,279

5. **Compensation of Named Executives Proposal.** The vote to approve, on an advisory basis, the compensation of NextPlat’s named executive officers as disclosed in this joint proxy statement/prospectus was as follows:

Votes For	Votes Against	Abstentions
11,877,579	57,326	50,673

6. **Adjournment Proposal.** The vote to authorize the adjournment of the Annual Meeting if necessary, under certain circumstances, including for the purpose of soliciting additional proxies in favor of the foregoing proposals in the event NextPlat does not receive the requisite stockholder vote to approve the other proposals was as follows:

Votes For	Votes Against	Abstentions
14,575,603	477,900	24,383

Item 8.01 Other Events.

On September 16, 2024, the Company issued a press release announcing the results of the Company's 2024 Annual Meeting of the stockholders held on September 13, 2024. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Exhibits.

Exhibit No.	Description
99.1	Press Release dated September 16, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

NEXTPLAT CORP.

By: /s/ Charles M. Fernandez
Name: Charles M. Fernandez
Title: Executive Chairman and Chief Executive Officer

Dated: September 16, 2024



NextPlat Announces Results of Annual Meeting of Stockholders

Business Combination with Progressive Care Inc. Approved with Anticipated Closing Date of October 1, 2024

COCONUT GROVE, FL – September 16, 2024– NextPlat Corp (NASDAQ: NXPL, NXPLW) (“NextPlat” or the “Company”), a global e-Commerce provider, today announced the results of the Company’s Special Annual Meeting of Stockholders (the “Annual Meeting”) held on September 13, 2024.

At the Annual Meeting, shareholders were asked to vote on six proposals, the most notable being the following:

- 1) A proposal to approve and adopt the Merger Agreement and Plan of Reorganization pursuant to which Progressive Care Inc. (OTCQB: RXMD) (“Progressive Care”), a controlled subsidiary of the Company, would become a wholly-owned subsidiary of the Company (the “Business Combination”), and the transactions contemplated thereby;
- 2) A proposal to approve, for purposes of complying with Nasdaq Listing Rules 5635(a), the issuance of more than 20% of the Company’s issued and outstanding shares of common stock in connection with the Business Combination;
- 3) A proposal to elect eight Board nominees to the Board of Directors of the Company;
- 4) A proposal to ratify the appointment of RBSM LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024; and
- 5) A proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the joint proxy statement/prospectus filed by the Company with the U.S. Securities and Exchange Commission on August 6, 2024.

Shareholders approved all of the proposals considered at the meeting, including the Business Combination.

Additionally, at a special meeting of shareholders of Progressive Care held on September 13, 2024, the Progressive Care shareholders also approved the Business Combination.

The Company expects the closing of the Business Combination to occur on October 1, 2024, subject to the satisfaction of additional closing conditions, at which point, Progressive Care’s common stock will cease to be outstanding and Progressive Care will become a wholly-owned subsidiary of the Company.

Under terms of the Merger Agreement, Progressive Care shareholders will receive 1.4865 newly issued shares of NextPlat common stock for each share of Progressive Care common stock they own immediately prior to the effective time of the Business Combination. The exchange of shares will be conducted automatically for shares of Progressive Care common stock held in brokerage and retirement accounts. All Progressive Care shareholders who hold physical stock certificates are requested to promptly contact NextPlat’s transfer agent, Equity Stock Transfer, for transfer and delivery instructions. Equity Stock Transfer can be reached at 237 W 37th St, Suite 601, New York, NY 10018 or via telephone at 917-746-4597 and e-mail at info@equitystock.com.

The final voting results are available in the Current Report on Form 8-K filed by NextPlat on September 16, 2024, available at www.sec.gov and on the Company’s website.

About NextPlat Corp

NextPlat is a global e-commerce platform company created to capitalize on multiple high-growth sectors and markets including technology and healthcare. Through acquisitions, joint ventures and collaborations, the Company intends to assist businesses in selling their goods online, domestically, and internationally, allowing customers and partners to optimize their e-commerce presence and revenue. NextPlat currently operates an e-commerce communications division offering voice, data, tracking, and IoT products and services worldwide as well as pharmacy and healthcare data management services in the United States through its subsidiary, Progressive Care Inc. (OTCQB: RXMD).

About Progressive Care

Progressive Care Inc., through its subsidiaries, is a Florida health services organization and provider of Third-Party Administration (TPA), data management, COVID-19 related diagnostics and vaccinations, 340B contracted pharmacy services, prescription pharmaceuticals, compounded medications, provider of tele-pharmacy services, the sale of anti-retroviral medications, medication therapy management (MTM), the supply of prescription medications to long-term care facilities, and health practice risk management. Progressive Care, Inc. became a subsidiary of NextPlat on July 1, 2023.

Media and Investor Contact for NextPlat Corp:

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