

**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 14, 2022

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:

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

Introductory Note.

As previously disclosed, on December 9, 2022, NextPlat Corp (the "Company") entered into: (i) a securities purchase agreement by and among the Company and certain institutional and accredited investors (the "Investors") relating to a private placement (the "Private Placement") of 4,575,429 units (each, a "Unit"), each Unit consisting of (a) one share of the Company's common stock, \$0.0001 par value per share (the "Common Stock"), and (b) one warrant to purchase one share of Common Stock (each, a "Warrant"); and (ii) a registration rights agreement with the Investors, pursuant to which the Company agreed to register for resale the shares of Common Stock sold in the offering and the shares of Common Stock underlying the Warrants, within 15 calendar days and to use its best efforts to have the registration statement declared effective as promptly as practical thereafter.

On December 14, 2022, the Private Placement closed.

Item 3.02. Unregistered Sales of Equity Securities.

Upon the closing of the Private Placement, the Company received gross proceeds of approximately \$8.0 million for the Units and retained net proceeds of approximately \$7.4 million after deducting placement agent fees and offering expenses payable by the Company. The Company sold the Units to "accredited investors," as that term is defined in the Securities Act, in reliance on the exemption from registration afforded by Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated under the Securities Act and corresponding provisions of state securities or "blue sky" laws. The Investors represented that they are acquiring the Units for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. Accordingly, the securities comprising the Units have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws.

Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy securities of the Company.

Item 8.01 Other Events.

On December 14, 2022, the Company issued a press release announcing the closing of the Private Placement. 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

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated December 14, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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SIGNATURE

Pursuant to the requirements of the Securities and 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: Chairman and Chief Executive Officer

Dated: December 14, 2022



NextPlat Announces Completion of \$8.0M Private Offering of Common Stock and Warrants Priced Above Market

COCONUT GROVE, FL – December 14, 2022 – NextPlat Corp ([NASDAQ: NXPL, NXPLW](#)) (“NextPlat” or the “Company”), a global e-commerce provider today announced that on December 14, 2022, the Company completed the previously disclosed private placement transaction pursuant to which the Company sold to a number of institutional and accredited investors (the “Investors”) 4,575,429 units (each, a “Unit”), each Unit consisting of (i) one share of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”), and (ii) one warrant to purchase a share of Common Stock. The offering price of the Units was \$1.75 per Unit. The warrants included in the Units are exercisable at a price of \$1.75 per share and expire three years from the date of issuance. Upon the completion of the private placement transaction, NextPlat received gross proceeds of approximately \$8.0 million for the Units and retained net proceeds of approximately \$7.4 million after deducting placement agent fees and offering expenses payable by the Company.

Under an agreement with the Investors, the Company is required to file an initial registration statement with the Securities and Exchange Commission covering the resale of (a) the shares of common stock to be issued to the Investors, and (b) the shares of common stock underlying the warrants, within 15 calendar days and to use its best efforts to have the registration statement declared effective as promptly as practical thereafter.

Dawson James Securities, Inc. acted as the sole placement agent in connection with the offering.

ArentFox Schiff LLP, Washington, DC, acted as counsel to the Company in connection with the offering, and Carmel, Milazzo & Feil LLP served as counsel to Dawson James Securities, Inc. in connection with the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About NextPlat Corp

NextPlat is a global e-commerce platform company created to capitalize on multiple high-growth sectors and markets for physical and digital assets. The Company intends to collaborate with businesses, optimizing their ability to sell their goods online, domestically, and internationally, and enabling customers and partners to optimize their e-commerce presence and revenue. NextPlat currently operates an e-commerce communications services division through its Global Telesat Communications Ltd and Orbital Satcom Corp business units that offer voice, data, tracking, and IoT services to customers worldwide through multiple global storefronts.

Forward-Looking Statements

Certain statements in this release constitute forward-looking statements. These statements include the capabilities and success of the Company’s business and any of its products, services or solutions. The words “believe,” “forecast,” “project,” “intend,” “expect,” “plan,” “should,” “would,” and similar expressions and all statements, which are not historical facts, are intended to identify forward-looking statements. These forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors, including the Company’s ability to launch new data-driven tools and services and its ability to grow and expand as intended, any of which could cause the Company to not achieve some or all of its goals or the Company’s previously reported actual results, performance (finance or operating), including those expressed or implied by such forward-looking statements. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission (the “SEC”), copies of which may be obtained from the SEC’s website at www.sec.gov. The Company assumes no, and hereby disclaims any, obligation to update the forward-looking statements contained in this press release.

Media and Investor Contact for NextPlat Corp:

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