

**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**

**September 12, 2017 (September 6, 2017)**  
Date of Report (Date of earliest event reported)



**HELIUS MEDICAL TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

**WYOMING**  
(State or other jurisdiction of  
incorporation or organization)

**000-55364**  
(Commission  
File Number)

**36-4787690**  
(I.R.S. Employer  
Identification No.)

(Exact name of registrant as specified in charter)

**642 Newtown Yardley Road Suite 100**  
**Newtown, Pennsylvania, 18940**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (215) 944-6100**

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 14a12 under the Exchange Act (17 CFR 240.14a12)
- Precommencement communications pursuant to Rule 14d2(b) under the Exchange Act (17 CFR 240.14d2(b))
- Precommencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e4(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 1.01 Entry into a Material Definitive Agreement**

Helius Medical Technologies, Inc. (the “Company”) is designing PoNS™ Therapy with the cooperation of the U.S. Army pursuant to an agreement known as a cooperative research and development agreement. On September 6, 2017, the Company’s wholly-owned subsidiary NeuroHabilitation Corporation, as cooperator, entered into Notice of Modification No. 4 (“Modification No. 4”) of the Amended Cooperative Research and Development Agreement (“CRADA”), with Advanced NeuroRehabilitation, LLC, Yuri Danilov, Mitchell Tyler, Kurt Kaczmarek, the U.S. Army Medical Materiel Agency and the U.S. Army Medical Materiel Development Activity. Modification No. 4 extends the expiration date of the CRADA to December 31, 2018 and extends the deadline for commercialization of the PoNS™ Therapy through December 31, 2021.

The preceding summary of the CRADA and the amendments thereto is qualified in its entirety by reference to Modification No. 4 which is attached hereto as Exhibit 2.1, the CRADA (filed as Exhibit 10.2 to the Company’s Form S-1 filed July 14, 2014), Modification No. 1 to the CRADA (filed as Exhibit 10.5 to the Company’s Form S-1 filed July 14, 2014), Modification No. 2 to the CRADA (filed as Exhibit 10.12 to the Form 10-12G filed on February 6, 2015) and Modification No. 3 to the CRADA (filed as Exhibit 2.1 to the Form 8-K filed on December 31, 2015).

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
2.1	<a href="#">Modification No. 4 to the CRADA</a>

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1	<a href="#">Modification No. 4 to the CRADA</a>

**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.

**HELIUS MEDICAL TECHNOLOGIES, INC.**

Dated: September 12, 2017

By: /s/ Joyce LaViscount  
Joyce LaViscount, Chief Financial Officer

NOTICE OF MODIFICATION No. 4  
of  
COOPERATIVE RESEARCH AND DEVELOPMENT AGREEMENT  
between

**US Army Medical Materiel Agency (USAMMA)**

a subordinate activity of the US Army Medical Research and Materiel Command (USAMRMC), in collaboration with the Combat Casualty Care Research Program (CCCRP)

and

**US Army Medical Materiel Development Activity (USAMMDA)**

(USAMMA and USAMMDA collectively as Laboratory) and

**NeuroHabilitation Corporation** (Cooperator)

**Yuri P. Danilov, Mitchell E. Tyler, Kurt A. Kaczmarek** (Background Patent Owners)

**Advanced NeuroRehabilitation, LLC** (Exclusive Licensee of Background Patent)

The **United States Army Medical Materiel Agency**, 693 Neiman St, Fort Detrick, Maryland 21702-5012, U.S.A.; **United States Army Medical Materiel Development Activity**, 1430 Veterans Drive, Fort Detrick, Maryland 21702-5012, U.S.A. and **NeuroHabilitation Corporation** 208 Palmer Alley, Newtown, PA 18940, entered into a Cooperative Research and Development Agreement ("Agreement") (U.S. Army Medical Research and Materiel Command Control Number W81XWH-13-0145) on 1 February 2013, for research and development on "Collaboration to advance the Portable Neurostimulation Stimulator (PoNS™) device through FDA approval for assisted physical therapy in the treatment of soldiers and others with balance and gait disorder."

The Parties agree that a modification is required to the agreement to better align with current objectives of the collaboration.

Now, the Parties desire to amend the Agreement as follows:

- Article 14 Section 03 is changed to reflect the following:
    - Renewal: Expiration date will be an additional 1 year, to December 31, 2018 unless revised by written notice and mutual agreement.
  - Appendix B.
    - Section 3 is modified to:
      - Extend from four (4) to six (6) years the time for Cooperator to obtain final regulatory approval or clearance. This clause remains unchanged as it relates to other indications governed by this agreement.
      - Section 3 is modified to extend from four (4) to six (6) years the timeframe for commercialization of the product. This clause remains unchanged as it relates to other indications governed by this agreement.
-

All other provisions of this Agreement, as previously amended, are unchanged.

IN WITNESS WHEREOF, the Parties have caused this modification to be executed by their duly authorized representatives as follows:

For the Cooperator:

Philippe Deschamps Chief  
Operating Officer  
NeuroHabilitation Corporation

DATE

For Advanced NeuroRehabilitation, LLC and as Background Patent Owners:

Yuri P. Danilov

DATE

Mitchell E. Tyler

DATE

Kurt A. Kaczmarek

For the US Government USAMMA:

DATE

Lynn E. Marm  
Colonel, Medical Service Corps  
Commander, U.S. Army Medical Materiel Agency

For the US Government USAMMDA:

DATE

John R. Bailey  
Colonel, Medical Service Corps

DATE

Commander, US Army Medical Materiel Development Activity