

**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

May 25, 2021

Date of Report (Date of earliest event reported)



HELIUS MEDICAL TECHNOLOGIES, INC.

(Exact name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-38445
(Commission File Number)

36-4787690
(IRS Employer
Identification No.)

642 Newtown Yardley Road, Suite 100
Newtown, PA
(Address of Principal Executive Offices)

18940
(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 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	HSDT	The Nasdaq Stock Market LLC

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.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Item 5.02 Certain Officers.

Amendment to Helius Medical Technologies, Inc. 2018 Omnibus Incentive Plan

On May 25, 2021, the stockholders of Helius Medical Technologies, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Helius Medical Technologies, Inc. 2018 Omnibus Incentive Plan (as previously amended, the “2018 Plan”). The Amendment (i) increases by 565,000 the maximum number of shares of Class A common stock that may be issued pursuant to awards granted under the 2018 Plan and (ii) increases the maximum number of shares that may be issued pursuant to incentive stock options.

Prior to the Amendment, the 2018 Plan provided for shares of Class A common stock available for issuance (the “Share Limit”) equal to the sum of (i) 153,0351 shares, plus (ii) the number of shares of Class A common stock that, as of the effective date of the 2018 Plan, were subject to awards granted under the Company’s 2014 Equity Incentive Plan and 2016 Omnibus Incentive Plan (the “Prior Plans”) and that, after the effective date of the 2018 Plan, are forfeited, cancelled or otherwise returned to the Company because of the failure to meet a contingency or condition required for the vesting of such shares. The Amendment increases the Share Limit by 565,000 shares.

Prior to the Amendment, the maximum number of shares of Class A common stock with respect to which incentive stock options may be granted under the 2018 Plan was 428,571 shares. The Amendment increases the maximum number of shares of Class A common stock with respect to which incentive stock options may be granted to 1,500,000 shares.

Except as amended by the Amendment, the other terms of the 2018 Plan remain in full force and effect. A description of the terms of the 2018 Plan is included in the Company’s definitive proxy statement for the 2021 annual meeting of stockholders filed with the Securities and Exchange Commission on April 23, 2021.

The Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

At the Company’s annual meeting of stockholders held on May 25, 2021, the Company’s stockholders: (i) elected six directors, each to serve for a one-year term until the 2022 annual meeting of stockholders or until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal; (ii) ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2021; (iii) approved (on an advisory basis) the compensation of the Company’s named executive officers; (iv) approved (on an advisory basis) that an advisory vote on the compensation of the Company’s named executive officers should occur every three years; and (v) approved the Amendment.

Proposal 1—Election of directors:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Blane Walter	953,331	31,927	312,093
Dane C. Andreeff	956,275	28,983	312,093
Edward M. Straw	945,045	40,213	312,093
Jeffrey Mathiesen	953,443	31,815	312,093
Mitchell E. Tyler	956,407	28,851	312,093
Sherrie Perkins	962,648	22,610	312,093

Proposal 2—Ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2021:

Votes For	Votes Against	Abstain
1,296,512	730	109

Proposal 3—Approval (on an advisory basis) of the compensation of the Company’s named executive officers:

Votes For	Votes Against	Abstain	Broker Non-Votes
908,827	73,815	2,616	312,093

Proposal 4—Approval (on an advisory basis) whether an advisory vote on the compensation of the Company’s named executive officers should occur once every one, two or three years:

One Year	Two Years	Three Years	Abstain	Broker Non-Votes
340,935	5,262	637,891	1,170	312,093

Proposal 5—Approval of the Amendment:

Votes For	Votes Against	Abstain	Broker Non-Votes
800,539	161,363	23,356	312,093

(d) For Proposal 4, “three years” received the affirmative vote of the holders of a majority of the voting power of the shares present by remote communication or represented by proxy at the 2021 annual meeting of stockholders and entitled to vote. In light of such result and the prior recommendation, the Board of Directors has determined that the Company will implement an advisory vote on executive officer compensation every three years until the next required advisory vote on such frequency.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Amendment to the Helius Medical Technologies, Inc. 2018 Omnibus Incentive Plan, effective as of May 25, 2021</u>

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: May 27, 2021

By: _____ /s/ Joyce LaViscount
Joyce LaViscount
Chief Financial Officer, Chief Operating Officer and Secretary

**AMENDMENT 2
TO
HELIUS MEDICAL TECHNOLOGIES, INC.
2018 OMNIBUS INCENTIVE PLAN**

RECITALS

A. Helius Medical Technologies, Inc., a Delaware corporation (the “*Company*”) sponsors the Helius Medical Technologies, Inc. 2018 Omnibus Incentive Plan (as previously amended by Amendment No. 1, the “*Plan*”).

B. The Plan is amended by this Amendment 2 (this “*Second Amendment*”) in the following respects, effective from and after the date this Second Amendment is approved by the stockholders of Helius Medical Technologies, Inc., in accordance with Article X of the Plan. Following such effective date, any reference to the “*Plan*” shall mean the Plan, as further amended by this Second Amendment. All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

AMENDMENT

1. Section 4.1 of the Plan is hereby amended by deleting subsection 4.1(a)(i) of the Plan in its entirety and substituting the following in lieu thereof:

“The aggregate number of shares of Common Stock which may be issued or used for reference purposes under this Plan or with respect to which all Awards may be granted from and after the Effective Date shall not exceed (A) 718,031 shares, plus (B) the Prior Plans’ Returning Shares, if any, which become available for grant under this Plan from time to time following the effective date of Amendment 2 to the Plan (in each case subject to any increase or decrease pursuant to Section 4.2). For clarity, the number of shares of Common Stock in this Section 4.1(a)(i) is a limitation on the number of shares of Common Stock that may be issued pursuant to the Plan. Accordingly, this Section 4.1(a)(i) does not limit the granting of Awards. Shares may be issued in connection with a merger or acquisition as permitted by NASDAQ Listing Rule 5635(c) or, if applicable, NYSE Listed Company Manual Section 303A.08, AMEX Company Guide Section 711 or other applicable rule, and such issuance will not reduce the number of shares available for issuance under the Plan.”

2. Section 4.1 of the Plan is hereby amended by deleting subsection 4.1(a)(ii) of the Plan in its entirety and substituting the following in lieu thereof:

“The maximum number of shares of Common Stock with respect to which Incentive Stock Options may be granted under this Plan shall be 1,500,000 shares.”

3. Except as set forth in this amendment, the Plan shall be unaffected hereby and shall remain in full force and effect.