

**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): March 11, 2022

**Rennova Health, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-35141  
(Commission File Number)

68-0370244  
(I.R.S. Employer Identification No.)

400 S. Australian Avenue, Suite 800,  
West Palm Beach, Florida  
(Address of Principal Executive Offices)

33401  
(Zip Code)

(561) 855-1626  
(Registrant's Telephone Number, Including Area Code)

\_\_\_\_\_  
(Former Name or Former Address, if Changed Since 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))

Securities registered under Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
None	None	None

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.**

On March 11, 2022, Rennova Health, Inc. (the “Company”) completed the first closing of its offering of shares of Series P Convertible Redeemable Preferred Stock (the “Series P Preferred Stock”). The offering was pursuant to the terms of the previously-announced Securities Purchase Agreement, dated as of January 31, 2022 (the “Purchase Agreement”), between the Company and certain existing institutional investors of the Company. The Company issued 1,100 shares of Series P Preferred Stock and received proceeds of \$1 million. In addition, the Purchase Agreement restricts the Company’s use of any proceeds of issuances of the Series P Preferred Stock.

The shares of Series P Preferred Stock were issued in reliance on the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended, and by Rule 506 of Regulation D promulgated thereunder as a transaction by an issuer not involving any public offering.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information set forth in Item 1.01 is incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 11, 2022, the Company filed an Amendment to its Certificate of Incorporation in order to effect a 1-for-10,000 reverse stock split of the Company’s shares of common stock effective on March 15, 2022. As previously announced, on December 15, 2021 the holders of a majority of the total voting power of the Company’s securities approved an amendment to the Company’s Certificate of Incorporation to effect a reverse split of all of the Company’s shares of common stock at a specific ratio within a range from 1-for-2,000 to 1-for-10,000, and granted authorization to the Board of Directors to determine in its discretion the specific ratio and timing of the reverse split on or prior to December 31, 2022. The Board approved the specific ratio and timing on March 9, 2022.

As a result of the reverse stock split, every 10,000 shares of the Company’s pre-reverse split common stock have been combined and reclassified into one share of the Company’s common stock. Proportionate voting rights and other rights of common stockholders were not affected by the reverse stock split, other than as a result of the cash payment for any fractional shares that would have otherwise been issued. Stockholders who would otherwise hold a fractional share of common stock will receive a cash payment in respect of such fraction of a share of common stock. No fractional shares will be issued in connection with the reverse stock split.

The reverse stock split became effective at 5:00 pm, Eastern Time, on March 15, 2022 and the Company’s common stock continued to trade on a post-split basis at the open of business on March 16, 2022. The Company’s post-reverse split common stock has a new CUSIP number, but the par value and other terms of the common stock were not affected by the reverse stock split, except that, for the first 20 days after the reverse split, the common stock will trade under the symbol “RNVAD”. Thereafter, it will trade under our existing symbol “RNVA”. Prior to the reverse split the Company had approximately 44 billion shares of common stock outstanding, which resulted in approximately 4.4 million post-split shares.

All outstanding preferred shares, stock options, warrants and equity incentive plans immediately prior to the reverse stock split have generally been appropriately adjusted by dividing the number of shares of common stock into which the preferred shares, stock options, warrants and equity incentive plans are exercisable or convertible by 10,000 and multiplying the exercise or conversion price by 10,000, as a result of the reverse stock split.

The Company’s transfer agent, Computershare Inc., is acting as exchange agent for the reverse stock split and, as necessary, will send instructions to stockholders of record regarding the exchange of certificates for common stock.

In addition, as described in the Company’s information statement, dated December 15, 2021, the holders of a majority of the total voting power of the Company’s securities also approved an increase in the authorized shares of our common stock from 50 billion to 250 billion shares. The amendment filed with the Secretary of State of the State of Delaware to effect the reverse split also included that increase in the authorized shares of common stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
3.30	<a href="#">Certificate of Amendment to Certificate of Incorporation of Rennova Health, Inc.</a>
99.1	<a href="#">Press release dated March 16, 2022</a>
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: March 16, 2022

RENNOVA HEALTH, INC.

By: /s/ Seamus Lagan

Seamus Lagan  
Chief Executive Officer  
(principal executive officer)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:21 PM 03/11/2022  
FILED 12:21 PM 03/11/2022  
SR 20220969944 - File Number 2545851

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
RENOVA HEALTH, INC.**

It is hereby certified that:

1. The name of the corporation is Rennova Health, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL").
2. The Certificate of Incorporation of the Corporation, as amended, is hereby amended by deleting Article FOURTH, Paragraph A thereof and inserting in lieu of said Paragraph the following new Article FOURTH, Paragraph A:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is two hundred fifty billion and five million (250,005,000,000) shares, comprised of two hundred fifty billion (250,000,000,000) shares of Common Stock, par value \$0.0001 per share, and five million (5,000,000) shares of Preferred Stock, par value \$0.01 per share. Effective as of 5:00 p.m., Eastern time, on March 15, 2022 (the "Effective Time"), each ten thousand (10,000) shares of the Corporation's Common Stock, par value \$0.0001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined, converted and changed into one (1) share of Common Stock, par value \$0.0001 per share, of the Corporation (the "Reverse Split"); provided, however, that the Corporation shall issue no fractional shares of Common Stock, but shall instead pay to any stockholder who would be entitled to receive a fractional share as a result of the actions set forth herein a sum in cash equal to such fraction multiplied by the average of the high and low prices of the Corporation's Common Stock as reported for the five trading-day period ending on the last business day before the Effective Time (as adjusted to give effect to the Reverse Split). The designation, powers, preferences and relative, participating, optional or other special rights, including voting rights, qualifications, limitations or restrictions of the Preferred Stock shall be established by resolution of the Board of Directors pursuant to Section 151 of the General Corporation Law of the State of Delaware. The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote generally in the election of directors, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware (or any successor provision thereto), voting together as a single class, without a separate vote of the holders of the class or classes the number of authorized shares of which are being increased or decreased unless a vote by any holders of one or more series of Preferred Stock is required by the express terms of any series of Preferred Stock pursuant to the terms thereof."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the DGCL.
4. The effective date of this filing is March 15, 2022 at 5:00 p.m., Eastern time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be executed by its duly authorized officer this 11th day of March, 2022.

**RENOVA HEALTH, INC.**

By: /s/ Seamus Lagan  
 Name: Seamus Lagan  
 Title: Chief Executive Officer



## RENOVA HEALTH, INC. COMPLETES REVERSE STOCK SPLIT

**WEST PALM BEACH, Fla. (March 16, 2022)** – **Rennova Health, Inc. (OTC: RNVAD)**, today announced that effective at 5:00 pm, Eastern Time, on March 15, 2022 (the “Effective Time”), the Company completed a 1 for 10,000 reverse stock split of its outstanding common stock. The Company’s common stock will open for trading on Wednesday March 16, 2022, on a post-split basis and trade under the symbol RNVAD for 20 days.

As a result of the reverse stock split, every 10,000 shares of the Company’s common stock issued and outstanding on the Effective Time will be consolidated into one issued and outstanding share, except to the extent that the reverse stock split results in any of the Company’s stockholders owning a fractional share, which fractional share will be in that case paid in cash. In connection with the reverse stock split, there will be no change in the nominal par value per share of \$0.0001.

Based on the number of shares outstanding on March 9, 2022, the reverse stock split will reduce the number of shares of the Company’s common stock outstanding from approximately 44 billion pre-reverse split shares to approximately 4.4 million post-reverse split.

All outstanding preferred shares, stock options, warrants, and equity incentive plans immediately prior to the reverse stock split generally will be appropriately adjusted by dividing the number of shares of common stock into which the preferred shares, stock options, warrants and equity incentive plans are exercisable or convertible by 10,000 and multiplying the exercise or conversion price by 10,000, as a result of the reverse stock split.

The Company has retained its transfer agent, Computershare, Inc., to act as its exchange agent for the reverse stock split. As necessary, Computershare will provide stockholders of record as of the Effective Time a letter of transmittal providing instructions for the exchange of their stock certificates. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split.

The reverse stock split was approved by the directors of the Company on March 9, 2022, pursuant to a resolution adopted by written consent of the holders of the majority of the total voting power of the Company’s securities on December 15, 2021.

### **About Rennova Health, Inc.**

Rennova is a provider of health care services to rural communities. The Company owns one operating acute care hospital in Oneida, Tennessee known as Big South Fork Medical Center (classified as a critical access hospital), an acute care hospital and physician’s office located in Jamestown, Tennessee that it plans to reopen and operate, and a rural clinic in Kentucky. For more information, please visit [www.renovahealth.com](http://www.renovahealth.com)

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### **Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Actual results may differ from expectations and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Additional information concerning these and other risk factors are contained in the Company’s most recent filings with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

### **Contact:**

Rennova Health  
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