

**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 10, 2019

MICROBOT MEDICAL INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-19871
(Commission
File Number)

94-3078125
(IRS Employer
Identification No.)

25 Recreation Park Drive, Unit 108
Hingham, Massachusetts 02043
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (781) 875-3605

(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:

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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, \$0.01 par value	MBOT	NASDAQ Capital Market

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

On September 10, 2019, as approved by the stockholders of Microbot Medical Inc. (the “Company”) at the annual meeting of the Company’s stockholders held on September 10, 2019 (the “Annual Meeting”), the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a reduction in the authorized number of shares of capital stock the Company is authorized to issue from 221,000,000 to 61,000,000, including a reduction in the number of authorized shares of common stock of the Company from 220,000,000 to 60,000,000 (the “Certificate of Amendment”).

The foregoing description of the Certificate of Amendment is not complete and is subject to, and qualified in its entirety by, the full text of the Certificate of Amendment, which is attached to this Current Report on Form 8-K as Exhibit 3.1, the terms of which are incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting, the stockholders voted on the following three proposals and cast their votes as described below. The proposals are described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on August 9, 2019 (the “Proxy Statement”).

Proposal 1: Election of the three nominees listed below to serve as Class I Directors on the Board of Directors of the Company until the 2022 Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified:

Name	Number of Votes Cast in Favor	Number of Votes Cast Against	Number of Votes Abstained
Harel Gadot	1,039,328	26,495	5,023
Yoav Waizer	836,833	228,823	5,190
Martin Madden	1,043,954	21,738	5,154

Proposal 2: The ratification of Brightman Almagor Zohar & Co., a Member of Deloitte Touche Tohmatsu Limited, or its U.S. affiliate, as the Company’s independent registered public accounting firm for the year ending December 31, 2019:

Number of Votes Cast in Favor	Number of Votes Cast Against	Number of Votes Abstained
2,690,528	91,242	21,529

Proposal 3. The approval of an amendment to the Company’s certificate of incorporation to effect a reduction in the authorized number of shares of capital stock the Company is authorized to issue from 221,000,000 to 61,000,000, including a reduction in the number of authorized shares of common stock of Microbot from 220,000,000 to 60,000,000:

Number of Votes Cast in Favor	Number of Votes Cast Against	Number of Votes Abstained
2,584,796	202,309	16,194

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation

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 thereunto duly authorized.

MICROBOT MEDICAL INC.

By: /s/ HAREL GADOT

Name: Harel Gadot

Title: President, Chief Executive Officer and Chairman

Date: September 11, 2019

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MICROBOT MEDICAL INC.**

Microbot Medical Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The name of the Corporation is Microbot Medical Inc. and the Corporation was originally incorporated pursuant to the DGCL under the name Cellular Transplants, Inc. and the original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on August 2, 1988. The original certificate of incorporation was then restated on December 5, 1991 to change the name of the corporation to Cytotherapeutics, Inc. The certificate of incorporation as restated was further amended on May 24, 2000 to change the name of the corporation to StemCells, Inc. The certificate of incorporation was restated on August 25, 2006. The certificate of incorporation as restated was further amended on November 28, 2016 to change the name of the corporation to Microbot Medical Inc. The certificate of incorporation as restated was further amended on September 4, 2018 to effect a reverse stock split of the Corporation's common stock (as amended and restated, the "Certificate of Incorporation").

2. Upon filing of this Certificate of Amendment to the Certificate of Incorporation, the first paragraph of Paragraph THREE of the Certificate of Incorporation shall be amended to read in its entirety as set forth below:

The total number of shares of stock that this Corporation shall have authority to issue is 61,000,000, consisting of 60,000,000 share of Common Stock, with a par value of \$0.01 per share (the "Common Stock"), and 1,000,000 shares of Undesignated Preferred Stock with a par value of \$0.01 per share (the "Undesignated Preferred Stock").

3. This Amendment was duly adopted in accordance with Section 242 of the DGCL. The Board of Directors duly adopted resolutions setting forth and declaring advisable this Amendment and directed that the proposed Amendment be considered by the stockholders of the Corporation. A meeting of stockholders was duly called upon notice in accordance with Section 222 of the DGCL and held on September 10, 2019, at which meeting the necessary number of shares were voted in favor of the proposed Amendment. The stockholders of the Corporation duly adopted this Amendment.

4. The remaining provisions of the Certificate of Incorporation are not affected by the aforementioned amendment and remain in full force and are not affected by this Amendment.

5. The foregoing Amendment shall be effective as of September 11, 2019.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 11th day of September, 2019.

By: /s/ Harel Gadot

Name: Harel Gadot

Title: CEO, President and Chairman of the Board
