

**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): October 6, 2025

**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.)

175 Derby St., Bld. 27  
Hingham, MA 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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.01 par value	MBOT	NASDAQ Capital Market

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.

**Item 1.01 Entry into a Material Definitive Agreement.**

The information contained below with respect to the New PIOs and the Wainwright PIOs in Item 3.02 is hereby incorporated by reference into this Item 1.01.

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

On October 6, 2025, the holder (the “Holder”) of 1,324,488 series H preferred investment options (the “Existing POIs”) of Microbot Medical Inc., a Delaware corporation (the “Company”), pursuant to that previously-disclosed inducement agreement with the Company dated September 14, 2025 (the “Letter Agreement”), exercised the Existing PIOs for 1,324,488 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), at an exercise price of \$2.10 per share, and the Holder received 1,324,488 new series J preferred investment options pursuant to the terms of the Letter Agreement (the “New PIOs”). This is the third and last exercise of the remaining preferred investment options subject to the Letter Agreement to be exercised in one or more closings on or before October 15, 2025 (the “Third Closing”).

The Company issued the New PIOs, and 66,224 preferred investment options (the “Wainwright PIOs”) to H.C. Wainwright & Co., LLC (“Wainwright”) pursuant to the Company’s May 29, 2024 engagement letter with Wainwright, as amended, pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), available under Section 4(a)(2) thereof. Neither the issuance of the New PIOs, Wainwright PIOs nor the share underlying the New PIOs and Wainwright PIOs have 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. The description of the New PIOs and Wainwright PIOs under Item 1.01 of the Company’s Form 8-K filed with the Securities and Exchange Commission on September 16, 2025 is incorporated by reference herein.

The resale of the shares of the Common Stock issuable upon exercise of the Existing PIOs are registered pursuant to the post-effective amendment on Form S-3 to registration statement on Form S-1 (File No. 333-284688) declared effective by the SEC on April 2, 2025.

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 October 7, 2025, the Company issued a press release announcing the Third Closing. A copy of the press release is attached as Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
4.1	<a href="#">Form of Series J Preferred Investment Option(1)</a>
4.2	<a href="#">Form of Wainwright PIO(1)</a>
10.1	<a href="#">Form of Letter Agreement(1)</a>
99.1	<a href="#">Press release dated October 7, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

(1) Incorporated by reference to the Company’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 16, 2025.

**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: Chief Executive Officer, President and Chairman

Date: October 7, 2025

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**Microbot Medical Announces Final Closing of Exercise of Outstanding Preferred Investment Options of Up to \$92.2 Million in Gross Proceeds**

**\$25.2 million in first closing, \$1.2 million in second closing and \$2.8 million in third and final closing, with up to an additional approximately \$63 million of potential aggregate gross proceeds upon the exercise in full of short-term preferred investment options**

HINGHAM, Mass., October 7, 2025 (GLOBE NEWSWIRE) — Microbot Medical Inc. (Nasdaq: MBOT) (“Microbot” or the “Company”), today announced the third and final closing of its previously announced exercise of certain outstanding preferred investment options to purchase an aggregate of 13,989,115 shares of common stock. The shares of common stock issuable upon exercise of the preferred investment options are registered pursuant to the post-effective amendments on Form S-3 to registration statements on Form S-1 (File Nos. 333-280113 and 333-284688) and registration statement on Form S-3 (File No. 333-285690).

The closing of the offering occurred in three tranches. At the first closing, the holders exercised certain outstanding preferred investment options to purchase an aggregate of 12,064,627 shares of common stock, having exercise prices ranging from \$1.50 to \$2.13 per share, issued by Microbot in June 2024, January 2025 and February 2025, and in consideration for the exercise of the preferred investment options for cash, Microbot issued to such holders new unregistered short-term series J preferred investment options to purchase up to 12,064,627 shares of common stock. At the second closing, a holder exercised certain outstanding preferred investment options to purchase an aggregate of 600,000 shares of common stock, having an exercise price of \$2.10 per share, issued by Microbot in January 2025, and in consideration for the exercise of the preferred investment options for cash, Microbot issued to such holder new unregistered short-term series J preferred investment options to purchase up to 600,000 shares of common stock. At the third and final closing, a holder exercised certain outstanding preferred investment options to purchase an aggregate of 1,324,488 shares of common stock, having an exercise price of \$2.10 per share, issued by Microbot in January 2025, and in consideration for the exercise of the preferred investment options for cash, Microbot issued to such holder new unregistered short-term series J preferred investment options to purchase up to 1,324,488 shares of common stock. The new short-term series J preferred investment options will have an exercise price of \$4.50 per share, will be exercisable beginning six months after issuance and have a term equal to two years thereafter.

H.C. Wainwright & Co. acted as the exclusive placement agent for the offering.

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The gross proceeds to the Company were approximately \$25.2 million from the first closing of the offering, approximately \$1.2 million from the second closing of the offering and approximately \$2.8 million from the third and final closing of the offering, in each case prior to deducting placement agent fees and offering expenses. The potential additional gross proceeds to the Company from the short-term series J preferred investment options, if fully-exercised on a cash basis, will be approximately \$63 million. No assurance can be given that any of such short-term series J preferred investment options will be exercised. The Company intends to use the net proceeds from the offering for the continued development, commercialization and regulatory activities for the Company's LIBERTY<sup>®</sup> Robotic System, potential acquisitions of complementary assets or products, expansion and development of additional applications derived from the Company's existing IP portfolio, and for working capital and other general corporate purposes.

The new short-term series J preferred investment options described above were offered in a private placement pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933, as amended (the "1933 Act"), and, along with the shares of common stock issuable upon exercise, have not been registered under the 1933 Act, and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission ("SEC") or an applicable exemption from such registration requirements. Microbot has agreed to file a registration statement with the SEC covering the resale of the shares of common stock issuable upon exercise of the new short-term series J preferred investment options.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in this offering, nor shall 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 the registration or qualification under the securities laws of any such state or other jurisdiction.

### **About Microbot Medical**

Microbot Medical Inc. (NASDAQ: MBOT) is a breakthrough medical device company focused on transforming endovascular procedures through advanced robotic technology. Microbot's LIBERTY<sup>®</sup> Endovascular Robotic System is the first single-use, remotely operated robotic solution designed for precision, efficiency and provider safety. Backed by a strong intellectual property portfolio and a commitment to innovation, Microbot is driving the future of endovascular care.

Learn more at [www.microbotmedical.com](http://www.microbotmedical.com) and connect on [LinkedIn](#) and [X](#).

### **Safe Harbor**

Statements to future financial and/or operating results, future growth in research, technology, clinical development, commercialization and potential opportunities for Microbot Medical Inc. and its subsidiaries, along with other statements about the future expectations, beliefs, goals, plans, or prospects expressed by management, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the Federal securities laws. Any statements that are not historical fact (including, but not limited to statements that contain words such as "contemplates," "continues," "could," "forecasts," "intends," "may," "might," "possible," "potential," "predicts," "projects," "should," "would," "will," "believes," "plans," "anticipates," "expects," "estimates" and similar expressions) should also be considered to be forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements involve risks and uncertainties, including, without limitation, the exercise of the unregistered short-term series J preferred investment options prior to their expiration, the intended use of proceeds from the offering, market conditions, risks inherent in the commercialization of the LIBERTY<sup>®</sup> Endovascular Robotic System, and in the development of future versions of or applications for the system, uncertainty in the results of regulatory pathways and regulatory approvals, uncertainty resulting from political, social and geopolitical conditions, particularly any changes in personnel or processes or procedures at the FDA and announcements of tariffs on imports into the U.S., disruptions resulting from new and ongoing hostilities between Israel and the Palestinians, Iran and other neighboring countries, and maintenance of intellectual property rights. Additional information on risks facing Microbot Medical<sup>®</sup> can be found under the heading "Risk Factors" in Microbot Medical's periodic reports filed with the Securities and Exchange Commission (SEC), which are available on the SEC's web site at [www.sec.gov](http://www.sec.gov). Microbot Medical<sup>®</sup> disclaims any intent or obligation to update these forward-looking statements, except as required by law.

### **Contacts:**

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