

**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): February 11, 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.)

288 Grove Street, Suite 388
Braintree, MA 02184
(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:

| <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 |

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 7.01 Regulation FD Disclosure.

On February 11, 2025, Microbot Medical Inc. (the “Company”) issued a press release announcing the closing of its previously announced registered direct offering priced at-the-market under Nasdaq rules for the purchase and sale of 6,103,289 shares of the Company’s common stock at a purchase price of \$2.13 per share of common stock (the Registered Offering”). In addition, in a concurrent private placement, the Company issued unregistered short-term series I preferred investment options (the “Private Placement”). The short-term series I preferred investment options to purchase up to 12,206,578 shares of common stock have an exercise price of \$2.13 per share and will be exercisable for a period of two years beginning on the later of (i) the effective date of the increase of the Company’s authorized shares of common stock following stockholder approval and (ii) the effective date of stockholder approval of the issuance of the series I preferred investment options and the shares issuable upon exercise thereof.

The press release, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K, is incorporated herein by reference. The information in this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in this Item 7.01 or Exhibit 99.1.

Item 8.01 Other Events.

On February 11, 2025, the Company closed the Registered Offering and the Private Placement.

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

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Press Release |
| 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 thereunto duly authorized.

MICROBOT MEDICAL INC.

By: /s/ Harel Gadot

Name: Harel Gadot

Title: Chief Executive Officer, President and Chairman

Date: February 11, 2025

Microbot Medical Closes \$13 Million Registered Direct Offering

BRAINTREE, Mass., February 11, 2025 (GLOBE NEWSWIRE) -- Microbot Medical Inc. (Nasdaq: MBOT) today announced the closing of its previously announced registered direct offering priced at-the-market under Nasdaq rules for the purchase and sale of 6,103,289 shares of the Company's common stock at a purchase price of \$2.13 per share of common stock. In addition, in a concurrent private placement, the Company issued unregistered short-term series I preferred investment options. The short-term series I preferred investment options to purchase up to 12,206,578 shares of common stock have an exercise price of \$2.13 per share and will be exercisable for a period of two years beginning on the later of (i) the effective date of the increase of the Company's authorized shares of common stock following stockholder approval and (ii) the effective date of stockholder approval of the issuance of the series I preferred investment options and the shares issuable upon exercise thereof.

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

The gross proceeds to the Company from the offerings were approximately \$13 million, before deducting the placement agent's fees and other offering expenses payable by the Company. The Company intends to use the net proceeds from the offerings for the continued development, commercialization and regulatory activities for the Company's LIBERTY[®] Robotic System, expansion and development of additional applications derived from the Company's existing IP portfolio, and for working capital and other general corporate purposes.

The shares of common stock described above (but not the short-term series I preferred investment options issued in the concurrent private placement or the shares of common stock underlying such short-term series I preferred investment options) were offered by the Company pursuant to a "shelf" registration statement on Form S-3 (File No. 333-275634) previously filed with the Securities and Exchange Commission (the "SEC") and declared effective by the SEC on December 4, 2023. The offering of the shares of common stock was made only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A final prospectus supplement and accompanying prospectus relating to the registered direct offering were filed with the SEC. Electronic copies of the final prospectus supplement and accompanying prospectus may be obtained on the SEC's website at <http://www.sec.gov> or by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at (212) 856-5711 or e-mail at placements@hcwco.com.

The short-term series I preferred investment options described above were issued in a concurrent private placement under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Regulation D promulgated thereunder and, along with the shares of common stock underlying the short-term series I preferred investment options, were not registered under the Securities Act, or applicable state securities laws. Accordingly, the short-term series I preferred investment options and underlying shares of common stock may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, 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 clinical stage medical technology company with a vision to improve the quality of care for millions of patients and providers globally. The Company has developed the world's first single-use, fully disposable endovascular robotic system, which aims to eliminate traditional barriers to accessing advanced robotic systems.

Further information about Microbot Medical is available at <http://www.microbotmedical.com>.

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 “will,” “believes,” “plans,” “anticipates,” “expects” and “estimates”) should also be considered to be forward-looking statements. Forward-looking statements involve risks and uncertainties, including, without limitation, the intended use of proceeds from the offerings, the receipt of stockholder approval in connection therewith, the Company's need for and ability to obtain additional working capital to continue its transition to a commercially focused company, market conditions, risks inherent in the development and/or commercialization of the LIBERTY[®] Endovascular Robotic Surgical System, uncertainty in the results of regulatory pathways and regulatory approvals, including whether the FDA will grant 510(k) clearance to commercially market the LIBERTY[®] Endovascular Robotic Surgical System in the United States, disruptions resulting from new and ongoing hostilities between Israel and the Palestinians and other neighboring countries, need and ability to obtain future capital, and maintenance of intellectual property rights. Additional information on risks facing Microbot Medical 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. Microbot Medical disclaims any intent or obligation to update these forward-looking statements, except as required by law.

Investor Contact:

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