

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 20, 2022



**authID Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-40747**

(Commission File Number)

**46-2069547**

(IRS Employer  
Identification Number)

1325 S. Colorado Blvd., Building A, Suite 322, Denver, Colorado 80222  
(Address of principal executive offices) (zip code)

516-274-8700

(Registrant's telephone number, including area code)

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 pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock par value \$0.0001 per share	AUID	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.

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

On September 20, 2022, pursuant to the authorization and approval provided by the stockholders of authID Inc. (the “Company”) at the Annual Meeting discussed below under Item 5.07, the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware to decrease its authorized shares of common stock, \$0.0001 par value per share, from 1,000,000,000 shares to 250,000,000 shares (the “Amendment”). A copy of the Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

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

The Company held its Annual Meeting on September 20, 2022 virtually by conference call and live stream. Of the 24,789,418 shares of Common Stock outstanding on July 29, 2022, the record date, 16,906,793 shares were represented at the Annual Meeting, in person or by proxy, constituting a quorum. The proposals considered at the Annual Meeting are described in detail in the Proxy Statement. The proposals described below were voted upon at the Annual Meeting and the number of votes cast with respect to each proposal was as set forth below:

- (1) Elect eight directors until such nominee’s successor is duly elected and qualified, or until the nominee’s earlier death, resignation or removal. The eight directors receiving the highest vote were appointed to the board. The following directors were elected to the board.

	For	Withheld
Thomas L. Thimot	11,897,075	42,317
Phillip L. Kumnick	11,633,679	305,713
Philip R. Broenniman	11,833,054	106,338
Michael A. Gorriz	11,722,356	217,036
Michael L. Koehneman	11,894,575	44,817
Neepe Patel	11,896,840	42,552
Joseph Trelin	11,897,075	42,317
Jacqueline L. White	11,723,117	216,275

- (2) Ratified the appointment of Cherry Bekaert LLP as the Company’s independent auditors for the fiscal year ending December 31, 2022. This matter was determined based on majority of the votes cast.

For	Against	Abstain
16,902,075	4,651	67

- (3) Approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of common stock from 1,000,000,000 to 250,000,000. This resolution was approved by the holders of the majority of the outstanding shares of common stock entitled to vote thereon

For	Against	Abstain
16,482,580	200,679	223,534

### Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation dated September 20, 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.

**authID Inc.**

Date: September 21, 2022

By: /s/ Hang Thi Bich Pham

Name: Hang Thi Bich Pham

Title: Chief Financial Officer

---

**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AUTHID INC.**

authID Inc., a corporation organized and existing under the laws of the State of Delaware (the “*Corporation*”), does hereby certify that:

**FIRST:** The name of the Corporation is authID Inc. The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on September 21, 2011, which was amended and restated by an Amended and Restated Certificate of Incorporation that was filed with the Secretary of State of the State of Delaware on April 20, 2021, as amended June 14, 2021 and July 13, 2022 (the “*Restated Certificate*”).

**SECOND:** Article IV – Capital Stock of the Restated Certificate is hereby deleted in its entirety and replaced by the following:

ARTICLE IV.

CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation shall have authority to issue is Two Hundred Seventy Million (270,000,000), of which (i) Two Hundred Fifty Million (250,000,000) shares shall be common stock, par value \$0.0001 per share (the “Common Stock”), and (ii) Twenty Million (20,000,000) shares shall be a class of as yet undesignated preferred stock, par value \$0.0001 per share (the “Preferred Stock”). No fractional share shall be issued in connection with any combination. All fractional shares shall be rounded up to the next whole number of shares.

2. Except as otherwise provided in any certificate of designation of any series of Preferred Stock, the number of authorized shares of the class of Common Stock or Preferred Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of capital stock of the Corporation irrespective of the provisions of Section 242(b)(2) of the DGCL.

3. The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall as set forth below in, or be determined in accordance with, this Article IV.

A. COMMON STOCK

Subject to all the rights, powers and preferences of the Preferred Stock and except as provided by law or in this Certificate (or in any certificate of designation of any series of Preferred Stock):

(a) except as otherwise required by law and the provisions of this Amended and Restated Certificate of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of the Series Preferred Stock, the holders of the Common Stock shall have the exclusive right to vote for the election of directors of the Corporation (the “Directors”) and on all other matters requiring stockholder action, each outstanding share entitling the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote;

(b) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends, but only when and as declared by the Board of Directors or any authorized committee thereof; and

(c) subject to the requirements of law, this Amended and Restated Certificate of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or modifying any series of the Preferred Stock, upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

---

B. PREFERRED STOCK

1. The Board of Directors or any authorized committee thereof is expressly authorized, to the fullest extent permitted by law, to provide by resolution or resolutions for the issuance of the authorized but unissued shares of Preferred Stock in one or more series of such stock.

2. The Board of Directors or any authorized committee thereof is expressly authorized, to the fullest extent permitted by law, by authorizing the execution and filing a certificate of designation pursuant to Section 151 of the DGCL:

(a) to establish or change from time to time the number of shares of each such series; and

(b) to fix the designations, powers, including voting powers, full or limited, or no voting powers, preferences of the shares of each series; and

(c) to fix the relative, participating, optional or other special rights of the shares of each series generally and without limitation, with respect to dividends, with respect to the rights of the Preferred Stock and their relative priority to payments in the event of any liquidation, dissolution or winding up of the Corporation, and with respect to redemption or conversion; and

(d) to fix any qualifications, limitations and restrictions thereof,

all as set forth in any such certificate of designation.

**THIRD:** All other provisions of the Restated Certificate shall remain in full force and effect.

**FOURTH:** The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

**FIFTH:** This Certificate of Amendment has been duly approved by the stockholders of the Corporation at a meeting duly called and held in accordance with the applicable provisions of Section 211 of the DGCL.

**SIXTH:** This Certificate of Amendment shall be effective upon its filing with Secretary of State of the State of Delaware.

*[Remainder of Page Intentionally Left Blank]*

---

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer of the Corporation, on September 20, 2022.

**authID INC.**

By: /s/ Thomas L. Thimot

Name: Thomas L. Thimot

Title: Chief Executive Officer

---