

**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): May 12, 2020

IMAC Holdings, Inc.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-38797</u> (Commission File Number)	<u>83-0784691</u> (IRS Employer Identification No.)
<u>1605 Westgate Circle, Brentwood, Tennessee</u> (Address of Principal Executive Offices)		<u>37027</u> (Zip Code)

Registrant's Telephone Number, Including Area Code: (844) 266-4622

(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 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 \$0.001 per share	IMAC	The NASDAQ Stock Market LLC
Warrants to Purchase Common Stock	IMACW	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 8.01 Other Events.

IND Application

On May 12, 2020, IMAC Holdings, Inc. (the “Company”), submitted an Investigational New Drug application (the “IND”) with the U.S. Food & Drug Administration (“FDA”) with respect to the Company’s proposed study to evaluate the use of umbilical cord-derived stem cells for the treatment of bradykinesia, which is the gradual loss and slowing down of spontaneous bodily movement. The Company believes that the causes of bradykinesia may be related to an inflammatory response of the body. Human umbilical cord-derived stem cells have documented anti-inflammatory properties, and the Company believes that these cells may be effective in treating bradykinesia.

The Company prepared the IND and is preparing a related study with the assistance of a medical consulting group and pursuant to the Company’s license of an FDA-approved stem cell product. The study is designed to evaluate the safety and tolerability of umbilical cord-derived stem cells to treat patients with bradykinesia. If the IND is approved, the Company’s physicians will be trained to administer therapies within the Company’s facilities to use stem cell-derived treatments to treat bradykinesia. The IND and the related proposed study are part of the Company’s strategy to use certain biologic products to regenerate damaged tissue.

The Company anticipates that the FDA will take approximately 30 days from the date of submission of the IND to make a determination on the IND. No assurance can be given that the FDA will approve the IND within 30 days or that the FDA will approve the IND or designate it as regenerative medicine advanced therapy (“RMAT”). The failure to earn the IND or RMAT designation would prevent the Company from conducting its research trials and result in unfulfilled research expenses, which have already been accounted for by the Company and are not expected to negatively affect its operations.

Earnings Release

On May 14, 2020, the Company issued a press release regarding the Company’s results for the quarter ended March 31, 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Cautionary Note Regarding Forward-Looking Statements

The information contained in this Current Report on Form 8-K and the exhibits attached hereto contain “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements related to the benefits of the Transaction. The words “intend,” “may,” “should,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. While the Company believes its plans, intentions and expectations reflected in those forward-looking statements are reasonable, these plans, intentions or expectations may not be achieved. The Company’s actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements. For information about the factors that could cause such differences, please refer to the Company’s filings with the U.S. Securities and Exchange Commission. Given these uncertainties, you should not place undue reliance on these forward-looking statements. The Company assumes no obligation to update any forward-looking statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated May 14, 2020.

SIGNATURE

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.

May 15, 2020

IMAC HOLDINGS, INC.

By: /s/ Jeffrey S. Ervin

Name: Jeffrey S. Ervin

Title: Chief Executive Officer

**IMAC Holdings Reports First Quarter 2020 Financial Results,
Including 19% Growth of Patient Services Revenue Compared to 2019**

BRENTWOOD, Tenn, May 14, 2020 (GLOBE NEWSWIRE) — IMAC Holdings, Inc. (IMAC) (“IMAC” or the “Company”), a provider of Innovative Medical Advancements and Care, specializing in regenerative rehabilitation orthopedic treatments without the use of surgery or opioids, today announces first quarter financial results ending March 31, 2020.

Financial and Select Corporate Highlights from Q1 2020 (all comparisons are with IMAC for the year quarter ending March 31, 2019 unless otherwise indicated):

- Patient service revenues increased 19% to \$3.3 million for the three months ended March 31, 2020, compared to \$2.8 million for the three months ended March 31, 2019.
- Visits to clinics increased 2% to 31,603 for the three months ended March 31, 2020 compared to 30,824 during the three months ended March 31, 2019.
- Net Revenue per visit increased from \$89.86 per visit to \$109.54 per visit from March 31, 2019 to March 31, 2020, respectively.
- IMAC implemented a new telehealth option to allow active care patients direct and consistent communications with IMAC medical professionals even while observing “shelter in place” status.
- The U.S. Department of Labor (DOL) has named IMAC Regeneration Centers as an approved provider of medical treatment, physical therapy and chiropractic services for their Office of Workers’ Compensation Programs (OWCP).
- The company further expanded geographic reach with its first clinic operation in Florida with the purchase of Chiropractic Health of Southwest Florida, Inc. in Bonita Springs.
- IMAC appointed Gerald M. Hayden, Jr. to its Board of Directors.

“Despite the challenges of COVID-19, IMAC continued to serve clients and execute on its business plan. Earlier in the year we announced the initiation of our telehealth option, just as the ‘shelter in place’ orders began. Since then, we have logged over 1,000 telehealth appointments to supplement lost service days,” said Jeff Ervin, IMAC Holdings chief executive officer. “Based on the gradual flattening of the curve and the easing of temporary government restrictions where IMAC Regeneration Centers are located, all of our facilities have reopened to full operation as of May 4, 2020. In addition, the response to our membership program launched in January has been impressive, with nearly 500 active membership plans at the end of the quarter.”

Results of Operations for the Three Months Ended March 31, 2020 Compared to the Three Months Ended March 31, 2019

Patient service revenues increased 19% to \$3.3 million for the three months ended March 31, 2020, compared to \$2.8 million for the three months ended March 31, 2019. These increases were primarily due to the 2019 acquisitions of ISDI Holdings II and PHR Holdings.

Net cash provided by financing activities during the three months ended March 31, 2020 was \$2.3 million, including proceeds from notes payable, net of related fees, which totaled \$1.2 million and proceeds from the issuance of common stock of \$1.4 million. Net cash provided by financing activities during the three months ended March 31, 2019 was \$3.8 million, including proceeds from our initial public offering, net of related fees.

About IMAC Holdings, Inc.

IMAC Holdings was created in March 2015 to expand on the footprint of the original IMAC Regeneration Center, which opened in Kentucky in August 2000. IMAC Regeneration Centers combine life science advancements with traditional medical care for movement-restricting diseases and conditions. It owns or manages 14 outpatient clinics that provide regenerative, orthopedic and minimally invasive procedures and therapies. It has partnered with several active and former professional athletes, opening two Ozzie Smith IMAC Regeneration Centers, two David Price IMAC Regeneration Centers, one Tony Delk IMAC Regeneration Center, and three IMAC Regeneration Centers sponsored by Mike Ditka. IMAC's outpatient medical clinics emphasize its focus around treating sports and orthopedic injuries without surgery or opioids.

Safe Harbor Statement

This press release contains forward-looking statements. These forward-looking statements, and terms such as “anticipate,” “expect,” “believe,” “may,” “will,” “should” or other comparable terms, are based largely on IMAC's expectations and are subject to a number of risks and uncertainties, certain of which are beyond IMAC's control. Actual results could differ materially from these forward-looking statements as a result of, among other factors, risks and uncertainties associated with its ability to raise additional funding, its ability to maintain and grow its business, variability of operating results, its ability to maintain and enhance its brand, its development and introduction of new products and services, the successful integration of acquired companies, technologies and assets, marketing and other business development initiatives, competition in the industry, general government regulation, economic conditions, dependence on key personnel, the ability to attract, hire and retain personnel who possess the skills and experience necessary to meet customers' requirements, and its ability to protect its intellectual property. IMAC encourages you to review other factors that may affect its future results in its registration statement and in its other filings with the Securities and Exchange Commission. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained in this press release will in fact occur. More information about IMAC Holdings, Inc. is available at www.imacregeneration.com

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[Financial Tables Follow]

IMAC HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	March 31, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash	\$ 1,281,940	\$ 373,689
Accounts receivable, net	1,421,131	1,258,325
Deferred compensation, current portion	265,677	312,258
Other assets	572,559	633,303
Total current assets	<u>3,541,307</u>	<u>2,577,575</u>
Property and equipment, net	3,530,767	3,692,009
Other assets:		
Goodwill	2,040,696	2,040,696
Intangible assets, net	7,072,302	7,169,072
Deferred equity costs	143,655	170,274
Deferred compensation, net of current portion	422,544	549,563
Security deposits	551,284	499,488
Right of use asset	3,800,997	3,719,401
Total other assets	<u>14,031,478</u>	<u>14,148,494</u>
Total assets	<u>\$ 21,103,552</u>	<u>\$ 20,418,078</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 3,278,967	\$ 2,909,666
Patient deposits	292,475	189,691
Notes payable, current portion, net of deferred loan costs	4,089,567	1,422,554
Finance lease obligation, current portion	17,662	17,473
Line of credit	79,961	79,961
Liability to issue common stock, current portion	501,844	421,044
Operating lease liability, current portion	1,024,491	1,025,247
Total current liabilities	<u>9,284,967</u>	<u>6,065,636</u>
Long-term liabilities:		
Notes payable, net of current portion	320,352	2,109,065
Finance lease obligation, net of current portion	62,078	66,565
Liability to issue common stock, net of current portion	417,266	578,866
Operating lease liability, net of current portion	3,691,169	3,660,654
Other non-current liabilities	45,000	-
Total liabilities	<u>13,820,832</u>	<u>12,480,786</u>
Stockholders' equity:		
Preferred stock - \$0.001 par value, 5,000,000 authorized, nil issued and outstanding at March 31, 2020 and December 31, 2019	-	-
Common stock - \$0.001 par value, 30,000,000 authorized, 10,009,098 and 8,913,258 shares issued and outstanding at March 31, 2020 and December 31, 2019, respectively	10,003	8,907
Additional paid-in capital	21,465,115	20,050,634
Accumulated deficit	(11,775,595)	(10,042,050)
Non-controlling interest	(2,416,803)	(2,080,199)
Total stockholders' equity	<u>7,282,720</u>	<u>7,937,292</u>
Total liabilities and stockholders' equity	<u>\$ 21,103,552</u>	<u>\$ 20,418,078</u>

IMAC HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended	
	March 31,	
	2020	2019
Patient revenues, net	\$ 3,309,069	\$ 2,769,828
Management fees	12,487	-
Total revenue	<u>3,321,556</u>	<u>2,769,828</u>
Operating expenses:		
Patient expenses	379,817	436,129
Salaries and benefits	2,926,150	2,064,623
Share-based compensation	81,084	3,749
Advertising and marketing	241,817	347,016
General and administrative	1,236,138	977,369
Depreciation and amortization	450,495	285,567
Total operating expenses	<u>5,315,501</u>	<u>4,114,453</u>
Operating loss	(1,993,945)	(1,344,625)
Other expenses:		
Other expenses	-	(15,955)
Beneficial conversion interest expense	-	(639,159)
Interest expense	(76,204)	(30,671)
Total other expenses	<u>(76,204)</u>	<u>(685,785)</u>
Net loss before income taxes	<u>(2,070,149)</u>	<u>(2,030,410)</u>
Income taxes	<u>-</u>	<u>-</u>
Net loss	(2,070,149)	(2,030,410)
Net loss attributable to the non-controlling interest	<u>336,604</u>	<u>431,223</u>
Net loss attributable to IMAC Holdings, Inc.	\$ (1,733,545)	\$ (1,599,187)
Net loss per share attributable to common stockholders		
Basic and diluted	\$ (0.18)	\$ (0.27)
Weighted average common shares outstanding		
Basic and diluted	9,611,252	5,919,856

IMAC HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	<u>Common Stock</u>		<u>Additional</u>	<u>Non-</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number of</u>	<u>Par</u>	<u>Paid-In-</u>	<u>Controlling</u>	<u>Deficit</u>	
	<u>Shares</u>		<u>Capital</u>	<u>Interest</u>		
Balance, December 31, 2018	4,553,623	\$ 4,534	\$ 1,233,966	\$ (1,625,840)	\$ (3,544,820)	(3,932,160)
Common stock issued for initial public offering proceeds, net of related fees	850,000	850	3,503,314			3,504,164
Issuance of common stock in connection with convertible notes	449,217	449	2,245,636			2,246,085
Issuance of common stock in connection with acquisitions	1,410,183	1,410	7,247,798			7,249,208
Exercise of warrants	9,900	10	49,490			49,500
Net loss				(431,223)	(1,599,187)	(2,030,410)
Balance, March 31, 2019	7,252,923	\$ 7,253	\$ 14,280,204	\$ (2,057,063)	\$ (5,144,007)	\$ 7,086,387

	<u>Common Stock</u>		<u>Additional</u>	<u>Non-</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number of</u>	<u>Par</u>	<u>Paid-In-</u>	<u>Controlling</u>	<u>Deficit</u>	
	<u>Shares</u>		<u>Capital</u>	<u>Interest</u>		
Balance, December 31, 2019	8,913,258	\$ 8,907	\$ 20,050,634	\$ (2,080,199)	\$ (10,042,050)	7,937,292
Issuance of common stock	1,095,840	1,096	1,376,122			1,377,218
Issuance of employee stock options			38,359			38,359
Net loss				(336,604)	(1,733,545)	(2,070,149)
Balance, March 31, 2020	10,009,098	\$ 10,003	\$ 21,465,115	\$ (2,416,803)	\$ (11,775,595)	\$ 7,282,720

IMAC HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended	
	March 31,	
	2020	2019
Cash flows from operating activities:		
Net loss	\$ (2,070,149)	\$ (2,030,410)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	450,495	285,567
Beneficial conversion interest expense	-	639,159
Share based compensation	81,084	-
Deferred rent	-	(12,969)
(Increase) decrease in operating assets:		
Accounts receivable, net	(141,966)	(361,450)
Other assets	64,120	(230,796)
Security deposits	(51,796)	(3,310)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	408,221	361,428
Patient deposits	102,784	485,392
Lease incentive obligation	-	(26,759)
Net cash used in operating activities	<u>(1,157,207)</u>	<u>(894,149)</u>
Cash flows from investing activities:		
Purchase of property and equipment	(7,243)	(42,426)
Acquisition of IMAC Florida (Note 7)	(200,000)	-
Net cash used in investing activities	<u>(207,243)</u>	<u>(42,426)</u>
Cash flows from financing activities:		
Proceeds from initial public offering, net of related fees	-	3,839,482
Proceeds from warrants exercised	-	49,500
Proceeds from issuance of common stock	1,403,837	-
Proceeds from notes payable	1,200,000	100,000
Payments on notes payable	(256,838)	(27,053)
Payments of debt issuance costs	(70,000)	-
Payments on line of credit	-	(150,000)
Payments on finance lease obligation	(4,298)	(4,118)
Net cash provided by financing activities	<u>2,272,701</u>	<u>3,807,811</u>
Net increase in cash	908,251	2,871,237
Cash, beginning of period	<u>373,689</u>	<u>194,316</u>
Cash, end of period	\$ 1,281,940	\$ 3,065,553
Supplemental cash flow information:		
Interest paid	\$ 27,412	\$ 30,671
Non cash financing and investing:		
Debt discount notes payable	\$ 115,000	\$ -