

**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): August 29, 2023

**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:

<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	The 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On August 29, 2023, Eyal Morag, the Company's Chief Medical Officer, resigned from his position with the Company, effective November 29, 2023.

**Item 5.08 Shareholder Director Nominations.**

Microbot Medical Inc. (the "Company") currently intends to hold its annual meeting of stockholders on November 2, 2023 (the "2023 Annual Meeting"). The exact time and location of the 2023 Annual Meeting will be specified in the Company's proxy statement for the 2023 Annual Meeting.

Because the Company's 2023 Annual Meeting has been changed by more than 30 calendar days from the date of the previous year's meeting, the Company is affirming the deadline for receipt of qualified stockholder proposals submitted pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for inclusion in the Company's proxy materials for the 2023 Annual Meeting.

The deadline for the receipt of any qualified stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act shall be not later than the close of business on September 22, 2023. In addition, the Board of Directors (the "Board") also established that any qualified stockholder seeking to have a nominee to the Board to be included in the Company's proxy materials for the 2023 Annual Meeting must provide notice to the Company of its intent to do so on a Schedule 14N and file that notice with the Securities and Exchange Commission (the "SEC") on or before September 22, 2023.

Qualified stockholder proposals must be received by the Company at its principal executive offices located at 288 Grove Street, Suite 388, Braintree, MA 02184 addressed to the Secretary of the Company. All proposals must comply with applicable Delaware law, the rules and regulations promulgated by the SEC and the procedures set forth in the Company's Amended and Restated Bylaws.

**Item 7.01 Regulation FD Disclosure.**

As a result of the resignation of Dr. Morag and the transition of the Company from one focused primarily on research & development to one focused on clinical trials and commercialization, the Company has determined that it would be beneficial for it to replace Dr. Morag in the Chief Medical Officer role with someone based in the United States and with skill sets that the Company believes will optimize the Company's transitioning focus. Accordingly, the Company is in advanced discussions with a potential replacement Chief Medical Officer, and hopes to make an announcement relating to the replacement by the end of September 2023.

**Cautionary Statements Regarding Forward-Looking Statements**

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as "believes," "expects," "intends," "plans," "estimates," "assumes," "may," "should," "will," "seeks," or other similar expressions. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results, including those under "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023. Most of these factors are outside the Company's control and are difficult to predict. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits****Exhibit No. Description**

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104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
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**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.**

*/s/ Harel Gadot*

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Harel Gadot

Chairman, President and Chief Executive Officer

Date: September 5, 2023

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