

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) **December 20, 2019 (December 17, 2019)**

**Nxt-ID, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-54960**

(Commission File Number)

**46-0678374**

(IRS Employer  
Identification No.)

**Nxt-ID, Inc.**

**288 Christian Street  
Hanger C 2nd Floor  
Oxford, CT 06478**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 266-2103**

**1627 U.S. Highway 1**

**Unit 206**

**Sebastian, FL 32958**

(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))

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.

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, par value \$0.0001 | NXTD                     | The Nasdaq Stock Market LLC                      |

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Nxt-ID, Inc. (the “Company”) held its 2019 Annual Meeting of Shareholders (the “Annual Meeting”) on December 17, 2019. Set forth below are the two proposals that were voted on at the Annual Meeting and the shareholder votes on each such proposal, as certified by the inspector of elections for the Annual Meeting. These proposals are described in further detail in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on October 29, 2019.

On the record date for the Annual Meeting, there were 29,720,134 shares of Company common stock, \$0.0001 par value per share, and 2,000 shares of Series C Non-Convertible Voting Preferred Stock, \$0.0001 par value per share, issued, outstanding and entitled to vote. Shareholders holding 22,085,196 shares of Company common stock were present at the Annual Meeting, in person or represented by proxy.

*Proposal 1* – The five nominees named in the Definitive Proxy Statement were elected to serve as directors for a one-year term expiring at the Company’s 2020 Annual Meeting of Shareholders. The voting results with respect to each nominee were as follows:

| Director                               | For        | Withheld  | Broker Non-Votes |
|--|------------|-----------|------------------|
| Vincent S. Miceli                      | 11,034,121 | 1,056,662 | 12,090,783       |
| Major General David R. Gust, USA, Ret. | 10,399,056 | 1,691,727 | 12,090,783       |
| Michael J. D’Almada-Remedios, PhD      | 10,782,743 | 1,308,040 | 12,090,783       |
| Daniel P. Sharkey                      | 10,399,428 | 1,751,355 | 12,090,783       |
| Robert A. Curtis Pharm.D.              | 10,602,271 | 1,488,512 | 12,090,783       |
| Michael J. Orlando                     | 9,218,729  | 2,872,054 | 12,090,783       |

*Proposal 2* – The appointment of Marcum LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019 was ratified by the affirmative vote of a majority of the shares outstanding and entitled to vote on the matter. The voting results are as follows:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 20,343,412 | 1,344,766 | 397,018 |

There were no broker non-votes for *Proposal 2*.

The Annual Meeting was adjourned with respect to proposals 3, 4, and 5, described in Nxt-ID’s Definitive Proxy Statement, which was filed with the Securities Exchange Commission on October 29, 2019. The Annual Meeting will reconvene with respect to these proposals at 9:00a.m EDT on Wednesday, January 8, 2019, to be held at the office of Sullivan & Worcester LLP, 1633 Broadway, 32<sup>nd</sup> Floor, New York, NY 10019

**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.

Date: December 20, 2019

**Nxt-ID, Inc.**

By: /s/ Vincent S. Miceli

Name: Vincent S. Miceli

Title: Chief Executive Officer