

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 6, 2024

IMAC Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38797
(Commission
File Number)

83-0784691
(I.R.S. Employer
Identification Number)

3401 Mallory Lane, Suite 100
Franklin, Tennessee
(Address of principal executive offices)

37067
(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:

- 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, par value \$0.001 per share	BACK	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.02 Termination of a Material Definitive Agreement.

As previously disclosed, on May 1, 2024, pursuant to that certain Settlement and Release Agreement, by and between IMAC Holdings, Inc. (NASDAQ: BACK) (the “Company”) and Theralink Technologies, Inc. (OTC: THER) (“Theralink”), the Company acquired the assets of Theralink, other than certain excluded assets, in settlement of the default by Theralink of certain outstanding debt and the Company’s agreement to issue certain shares of preferred stock of the Company to Theralink and/or certain holders of debt of Theralink, as applicable, in the future following the completion of a third party valuation of Theralink’s business.

With the Company already in possession of such assets of Theralink, and a merger with Theralink no longer necessary to acquire such assets, on May 6, 2024, the Company, IMAC Merger Sub, Inc. (“Merger Sub”) and Theralink entered into a Termination Agreement, which immediately terminated the Agreement and Plan of Merger, dated May 26, 2023, by and between the Company, Merger Sub and Theralink (the “Termination Agreement”).

The foregoing description of the Termination Agreement does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to the full text thereof, a copy of which is filed herewith as Exhibit 10.1.

On May 7, 2024, the Company issued a press release (the “Press Release”) announcing the Termination Agreement, which Press Release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Termination Agreement dated as of May 6, 2024 between IMAC Holdings, Inc. and Theralink Technologies, Inc.
99.1	Press Release dated May 7, 2024, issued by IMAC Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Dated: May 7, 2024

IMAC HOLDINGS, INC.

By: /s/ Jeffrey S. Ervin

Name: Jeffrey S. Ervin

Title: Chief Executive Officer

TERMINATION AGREEMENT

Reference is hereby made to (a) that certain Agreement and Plan of Merger (the “**Merger Agreement**”), dated May 26, 2023, by and among IMAC Holdings, Inc., a Delaware corporation (the “**Parent**”), Theralink Technologies, Inc., a Nevada corporation (“**Company**”), and IMAC Merger Sub, Inc., a Delaware corporation and a newly formed, wholly owned subsidiary of the Parent (“**Merger Sub**”) and (b) that certain Settlement, Assignment and Release Agreement (the “**Settlement Agreement**”), dated May 1, 2024, by and between Parent and the Company. Capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Merger Agreement.

As Parent acquired the assets of the Company (other than Excluded Assets (as defined in the Settlement Agreement)) on May 1, 2024 under the terms of the Settlement Agreement, pursuant to Section 7.01 of the Merger Agreement, Parent and the Company hereby mutually consent to the termination of the Merger Agreement effective as of May 6, 2024.

The parties shall cooperate with each other and promptly prepare and file all necessary documentation to withdraw all applications, notices, petitions and filings made with, and shall use their reasonable efforts to terminate any proceedings before, any Governmental Entities in connection with the Merger Agreement, including with respect to withdrawal of the Registration Statement on Form S-4.

Each party to the Merger Agreement further mutually agrees, on behalf of itself and its respective affiliates, officers, directors, shareholders, members, successors, and assigns (collectively, “**Releasors**”) to release, waive, and forever discharge the other parties thereto and their respective affiliates, employees, officers, directors, shareholders, members, agents, representatives, permitted successors, and permitted assigns (collectively, “**Releasees**”) of and from any and all actions, causes of action, suits, losses, liabilities, rights, debts, dues, sums of money, accounts, obligations, costs, expenses, covenants, contracts, controversies, agreements, promises, damages, judgments, claims, and demands, of every kind and nature whatsoever, whether now known or unknown, foreseen or unforeseen, matured or unmatured, suspected or unsuspected, in law, admiralty, or equity (collectively, “**Claims**”), which any of such Releasors ever had, now have, or hereafter can, shall, or may have against any of such Releasees for, upon, or by reason of any matter, cause, or thing whatsoever from the beginning of time through the date of this letter arising out of or relating to the Merger Agreement.

Agreed as of this sixth day of May by:

IMAC HOLDINGS INC.
IMAC MERGER SUB, INC.

By: /s/ Jeff Ervin
Name: Jeff Ervin
Title: Chairman

Agreed as of this sixth day of May by:

THERALINK TECHNOLOGIES, INC.

By: /s/ Jeff Busch
Name: Jeff Busch
Title: Chairman

IMAC Holdings Acquires Assets of Theralink to Continue Precision Medicine Business

FRANKLIN, Tenn., May 7, 2024 – On May 1, 2024, as previously announced, pursuant to that certain Settlement and Release Agreement, by and between IMAC Holdings, Inc. (NASDAQ: BACK) (“BACK”) and Theralink Technologies, Inc. (“Theralink”), BACK acquired the assets of Theralink, other than certain excluded assets, in settlement of the default by Theralink of certain outstanding debt and BACK’s agreement to issue certain shares of preferred stock of BACK to Theralink and/or certain holders of debt of Theralink, as applicable, in the future following the completion of a third party valuation of Theralink’s business.

With BACK already in possession of such assets of Theralink, and a merger with Theralink no longer necessary to acquire such assets, on May 6, 2024, BACK, IMAC Merger Sub, Inc. (“Merger Sub”) and Theralink entered into a Termination Agreement, which immediately terminated the Agreement and Plan of Merger, dated May 26, 2023, by and between BACK, Merger Sub and Theralink (“Merger Agreement”).

BACK is formally withdrawing the corresponding Registration Statement on Form S-4, in connection with such termination of the Merger Agreement.

“Considering the lengthy regulatory approval process the transaction has already incurred, BACK found a more efficient direction for shareholders going forward. We believe this settlement allows Theralink’s incredible advancements for breast cancer diagnostics to survive and thrive in its new home at BACK, as commercialization of the services kicks off in an unobstructed direction,” said Jeff Ervin, Chief Executive Officer of IMAC Holdings, Inc. “We are in the process of transitioning key employees to stabilize the business operations and capitalize on the team’s significant proteomic analysis and precision medicine success.”

About IMAC Holdings, Inc.

IMAC Holdings, Inc. is a clinical research and commercialization company focused on Innovative Medical Advancements and Care in the oncology, neurological, and orthopedic medical specialties. For more information visit www.imacholdings.com.

IMAC Investor Contact:

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