

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

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 27, 2022

**CARECLOUD, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36529**

(Commission  
File Number)

**22-3832302**

(IRS Employer  
Identification No.)

**7 Clyde Road, Somerset, New Jersey, 08873**  
(Address of principal executive offices, zip code)

**(732) 873-5133**  
(Registrant's telephone number, including area code)

**Not Applicable**

(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 exchange on which registered</b>
Common Stock, par value \$0.001 per share	MTBC	Nasdaq Global Market
1 1 % Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$0.001 per share	MTBCP	Nasdaq Global Market
8.75% Series B Cumulative Redeemable Perpetual Preferred Stock, par value \$0.001 per share	MTBCO	Nasdaq Global Market

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 1.01 Entry into a Material Definitive Agreement.**

On January 31, 2022, CareCloud, Inc. (the "Company") filed with the Securities and Exchange Commission ("SEC") a Current Report on Form 8-K (the "Original Form 8-K") to disclose under Item 1.01 that the Company entered into an Underwriting Agreement (the "Underwriting Agreement") with B. Riley Securities, Inc., as representative of several underwriters named therein (the "Underwriters") and that pursuant to the Underwriting Agreement, (i) the Company agreed to issue and sell an aggregate of 1,000,000 shares of its 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock, par value \$0.001 per share (the "Series B Preferred Stock") in an underwritten public offering, at a price to the public of \$25.00 per share, pursuant to a registration statement on Form S-3 (Registration No. 333-255094) and the accompanying prospectus filed with the SEC, and (ii) the Company also granted the Underwriters a 30-day option to purchase up to an additional 150,000 shares of the Series B Preferred Stock.

The Company hereby amends and supplements Item 1.01 of the Original Form 8-K solely to attach as Exhibit 5.1 hereto a copy of the opinion of Song P.C. dated January 31, 2022 relating to the validity of the issuance of the shares of Series B Preferred Stock. No other changes are made to the Original Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Song P.C.</a>
23.1	<a href="#">Consent of Song P.C. (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURE(S)**

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.

**CareCloud, Inc.**

Date: February 9, 2022

By: /s/ A. Hadi Chaudhry  
A. Hadi Chaudhry  
Chief Executive Officer

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SONG P.C.  
26 BROADWAY, FL 8  
NEW YORK, NY 10004

January 31, 2022

CareCloud, Inc.  
7 Clyde Road  
Somerset, New Jersey 08873

Re: Registration Statement on Form S-3 (File No. 333-255094) – Offering of Shares of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock

Ladies and Gentlemen:

We have acted as counsel to CareCloud, Inc., a Delaware corporation (the “Company”), in connection with the proposed offer and sale by the Company of up to \$28,750,000 of the Company’s 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock, \$0.001 par value per share (the “Series B Preferred Stock”). The Series B Preferred Stock is included in a registration statement on Form S-3 (File No. 333-255094) originally filed by the Company with the Securities and Exchange Commission (the “Commission”) on April 7, 2021 and declared effective on April 21, 2021 (as amended, the “Registration Statement”).

This opinion letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the base prospectus included in the Registration Statement dated April 21, 2021 (the “Prospectus”) or the prospectus supplement to the Prospectus dated January 28, 2022 (the “Prospectus Supplement”), other than as expressly stated herein with respect to the issuance of the Series B Preferred Stock.

We have examined the Registration Statement together with the exhibits thereto and the documents incorporated by reference therein. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such other instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that the shares of Series B Preferred Stock will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement, the Prospectus and the Prospectus Supplement contained therein; and (v) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

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CareCloud Inc.  
January 31, 2022

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We express no opinion herein as to the laws of any state or jurisdiction, other than the General Corporation Law of the State of Delaware, as such are in effect on the date hereof, and we have made no inquiry into, and we express no opinion as to, the statutes, regulations, treaties, common laws or other laws of any other nation, state or jurisdiction.

We express no opinion as to (i) the effect of any bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other similar laws relating to or affecting the rights of creditors generally, (ii) rights to indemnification and contribution which may be limited by applicable law or equitable principles, or (iii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, the effect of judicial discretion and the possible unavailability of specific performance, injunctive relief or other equitable relief, and the limitations on rights of acceleration, whether considered in a proceeding in equity or at law.

Based on the foregoing, we are of the opinion that, upon the issuance and delivery of and payment for the shares of Series B Preferred Stock, all in the manner stated in the Registration Statement, the Prospectus and the Prospectus Supplement, such shares of Series B Preferred Stock will be validly issued, fully paid and non-assessable.

This opinion is rendered as of the date hereof and we assume no obligation to advise you of changes in law or fact (or the effect thereof on this opinion) that hereafter may come to our attention. This opinion is being rendered for the benefit of the Company in connection with the matters addressed herein.

We hereby consent to the filing of this opinion with the Commission and to the use of our name wherever it appears in the Registration Statement, the Prospectus and the Prospectus Supplement. In giving such consent, we do not believe that we are “experts” within the meaning of such term as used in the Securities Act or the rules and regulations promulgated thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

SONG P.C.

*/s/ David S. Song, Esq*  
David S. Song, Esq.

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