

**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): June 7, 2022



CareCloud, Inc.

(formerly MTBC, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MTBC	Nasdaq Global Market
11% 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 1, 2022, at the Annual Meeting of Shareholders (the “Annual Meeting”) of CareCloud, Inc., (the “Company”), the Company’s shareholders approved the Third Amendment to the Company’s Amended and Restated Equity Incentive Plan (the “Plan Amendment”) to increase the number of shares of the Company’s common stock available for issuance under the plan by 1,000,000 shares for a total of 5,851,000 shares, and to add 200,000 shares of the Company’s 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock (“Series B Preferred Stock”) available for issuance under the plan. The Company’s Board of Directors previously approved the Plan Amendment, subject to shareholder approval.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the Plan Amendment, a copy of which was attached as Appendix B to the Company’s Proxy Statement (the “Proxy Statement”) on Schedule 14A filed with the Securities and Exchange Commission on April 8, 2022, and is included as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Certificate of Amendment to Amended and Restated Certificate of Incorporation

On June 1, 2022, at the Annual Meeting of the Company, the Company’s shareholders approved amendments to the Company’s amended and restated certificate of incorporation (the “Certificate of Incorporation”) to amend Section 4.1 of the Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock and preferred stock that may be issued from twenty-nine million shares and seven million shares, respectively, to thirty-five million shares and fifteen million shares, respectively (the “Charter Amendment”), as described in the Company’s Proxy Statement. The Charter Amendment was filed with the Secretary of State of the State of Delaware on June 7, 2022 and became effective on such date.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the Charter Amendment, a copy of which is included as Exhibit 3.2 to this Current Report on Form 8-K and incorporated by reference herein.

Eighth Amendment to Certificate of Designations of Series A Preferred Stock

On June 7, 2022, the Company filed an Eighth Amendment (the “Series A Amendment”) to Amended and Restated Certificate of Designations, Preferences and Rights (the “Series A Certificate of Designations”) of 11% Series A Cumulative Redeemable Perpetual Preferred Stock with the Secretary of State of the State of Delaware which was effective upon filing. The Series A Amendment decreased the number of authorized shares of Series A Preferred Stock from 5,350,000 shares to 4,526,231 shares. No other changes were made to the Series A Certificate of Designations.

The foregoing description of the Series A Amendment does not purport to be complete and is qualified in its entirety by reference to the Series A Amendment, a copy of which is included as Exhibit 3.3 to this Current Report on Form 8-K and incorporated by reference herein.

First Amendment to Certificate of Designations of Series B Preferred Stock

On June 7, 2022, the Company filed a First Amendment (the “Series B Amendment”) to Certificate of Designations, Preferences and Rights (the “Series B Certificate of Designations”) of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock with the Secretary of State of the State of Delaware which was effective upon filing. The Series B Amendment increased the number of authorized shares of Series B Preferred Stock from 1,640,000 shares to 4,640,000 shares. No other changes were made to the Series B Certificate of Designations.

The foregoing description of the Series B Amendment does not purport to be complete and is qualified in its entirety by reference to the Series B Amendment, a copy of which is included as Exhibit 3.4 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
3.1	<u>Third Amendment to Amended and Restated Equity Incentive Plan.</u>
3.2	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation.</u>
3.3	<u>Eighth Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 11% Series A Cumulative Redeemable Perpetual Preferred Stock.</u>
3.4	<u>First Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CareCloud, Inc.

Date: June 9, 2022

By: /s/ A. Hadi Chaudhry

A. Hadi Chaudhry
Chief Executive Officer

**THIRD AMENDMENT TO
CARECLOUD, INC.
AMENDED AND RESTATED EQUITY INCENTIVE PLAN**

WHEREAS, the Board of Directors and shareholders of CareCloud, Inc. (the “Company”) have adopted the Amended and Restated Equity Incentive Plan dated April 14, 2017 (the “Plan”);

WHEREAS, pursuant to Section 3(a) of the Plan, a total of 4,851,000 shares of the Company’s Common Stock, 600,000 shares of the Company’s 11% Series A Cumulative Redeemable Perpetual Preferred Stock (“Series A Preferred Stock”) and no shares of the Company’s 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock (“Series B Preferred Stock”) have been reserved for issuance under the Plan;

WHEREAS, the Company desires to increase the number of shares of Common Stock issuable under the Plan to 5,851,000 and add 200,000 shares of Series B Preferred Stock issuable under the Plan; and

WHEREAS, pursuant to Section 2(b)(vi) of the Plan, the Board of Directors and shareholders of the Company have approved such increase of the number of shares of Common Stock and Series B Preferred Stock issuable under the Plan.

NOW, THEREFORE, the following amendments and modifications are hereby made a part of the Plan.

1. Section 3(a) of the Plan shall be, and hereby is, amended to increase the aggregate number of shares of Common Stock issuable thereunder to 5,851,000 shares and add 200,000 shares of Series B Preferred Stock issuable thereunder, and the first sentence of such section is thereby to read as follows:

“The aggregate number of shares of Common Stock that may be issued pursuant to Stock Awards shall not exceed 5,851,000 shares, the aggregate number of shares of Series A Preferred Stock that may be issued pursuant to Stock Awards shall not exceed 600,000, and the aggregate number of shares of Series B Preferred Stock that may be issued pursuant to Stock Awards shall not exceed 200,000.”

2. Section 13(ww) of the Plan shall be, and hereby is, amended to add Series B Preferred Stock to the definition of “Stock” in the Plan, and Section 13(ww) is thereby to read as follows:

““**Stock**” means Common Stock, Series A Preferred Stock and Series B Preferred Stock, as applicable.”

3. A new Section 13(ddd) shall be, and hereby is, added to the Plan to add a definition of Series B Preferred Stock, and such Section 13(ddd) is thereby to read as follows:

““**Series B Preferred Stock**” means 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock.”

4. In all other respects, the Plan, as amended, is hereby ratified and confirmed and shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has executed this Third Amendment to Amended and Restated Equity Incentive Plan as of June 7, 2022.

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

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CARECLOUD, INC.**

CareCloud, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of CareCloud, Inc., resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the shareholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "4.1" so that, as amended said Article shall be and read as follows:

4.1 Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 50,000,000 shares, consisting of 35,000,000 shares of Common Stock and 15,000,000 shares of Preferred Stock, each with a par value of \$0.001 per share.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the shareholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS HEREOF, said corporation has caused this certificate to be signed this 7th day of June, 2022.

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

CareCloud, Inc.

**EIGHTH AMENDMENT TO AMENDED AND RESTATED CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS
OF
11% SERIES A CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK**

**Pursuant to Section 151 of the
Delaware General Corporation Law**

CareCloud, Inc., a Delaware corporation (the "Corporation"), hereby certifies that the following resolution was duly adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors as required by Section 151 of the Delaware General Corporation Law.

WHEREAS, the Amended and Restated Certificate of Incorporation, as amended (the "Amended and Restated Certificate of Incorporation"), provides for a class of its authorized stock known as preferred stock, comprised of 15,000,000 shares, \$0.001 par value per share (the "Preferred Stock"), issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of Preferred Stock and the number of shares constituting any such series;

WHEREAS, pursuant to this authority, the Board of Directors previously fixed the rights, preferences, restrictions and other matters relating to the Corporation's 11% Series A Cumulative Redeemable Perpetual Preferred Stock ("Series A Preferred Stock"), consisting of 5,350,000 shares, as evidenced by the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on July 6, 2016, as further amended by the First Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on September 21, 2017, as further amended by the Second Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on March 23, 2018, as further amended by the Third Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on September 25, 2018, as further amended by the Fourth Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on January 9, 2020, as further amended by the Fifth Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on May 19, 2020, as further amended by the Sixth Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on July 9, 2020, as further amended by the Seventh Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on January 27, 2022 (as amended, the "Existing Certificate");

WHEREAS, the Board of Directors has authorized a decrease in the number of shares of Series A Preferred Stock from 5,350,000 shares to 4,526,231 shares; and

WHEREAS, in furtherance of the foregoing, the Board of Directors has deemed it advisable to amend the Existing Certificate.

NOW THEREFORE, BE IT RESOLVED, that pursuant to the authority granted to the Board of Directors in accordance with the provisions of the Amended and Restated Certificate of Incorporation, the Board of Directors hereby authorizes the following amendment to the Existing Certificate:

Paragraph 1 of the Existing Certificate is hereby amended to read in its entirety as follows:

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as “11% Series A Cumulative Redeemable Perpetual Preferred Stock” and the number of shares constituting such series shall be 4,526,231 shares.

IN WITNESS WHEREOF, the Corporation has caused this Eighth Amendment to the Amended and Restated Certificate of Designations, Preferences, and Rights to be signed in its name and on its behalf on this 7th day of June, 2022.

CareCloud, Inc.

By: /s/ A. Hadi Chaudhry

A. Hadi Chaudhry
Chief Executive Officer

CareCloud, Inc.

**FIRST AMENDMENT TO CERTIFICATE OF
DESIGNATIONS, PREFERENCES AND RIGHTS
OF
8.75% SERIES B CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK**

**Pursuant to Section 151 of the
Delaware General Corporation Law**

CareCloud, Inc., a Delaware corporation (the "Corporation"), hereby certifies that the following resolution was duly adopted by the Board of Directors of the Corporation (the "Board of Directors") pursuant to the authority of the Board of Directors as required by Section 151 of the Delaware General Corporation Law.

WHEREAS, the Amended and Restated Certificate of Incorporation, as amended (the "Amended and Restated Certificate of Incorporation"), provides for a class of its authorized stock known as preferred stock, comprised of 15,000,000 shares, \$0.001 par value per share (the "Preferred Stock"), issuable from time to time in one or more series;

WHEREAS, the Board of Directors is authorized to fix the dividend rights, dividend rate, voting rights, conversion rights, rights and terms of redemption and liquidation preferences of any wholly unissued series of Preferred Stock and the number of shares constituting any such series;

WHEREAS, pursuant to this authority, the Board of Directors previously fixed the rights, preferences, restrictions and other matters relating to the Corporation's 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock ("Series B Preferred Stock"), consisting of 1,640,000 shares, as evidenced by the Certificate of Designations, Preferences, and Rights filed with the Secretary of State of the State of Delaware on January 28, 2022, (the "Existing Certificate");

WHEREAS, the Board of Directors has authorized an increase in the number of shares of Series B Preferred Stock from 1,640,000 shares to 4,640,000 shares; and

WHEREAS, in furtherance of the foregoing, the Board of Directors has deemed it advisable to amend the Existing Certificate.

NOW THEREFORE, BE IT RESOLVED, that pursuant to the authority granted to the Board of Directors in accordance with the provisions of the Amended and Restated Certificate of Incorporation, the Board of Directors hereby authorizes the following amendment to the Existing Certificate:

Paragraph 1 of the Existing Certificate is hereby amended to read in its entirety as follows:

1. Designation and Amount. The shares of such series of Preferred Stock shall be designated as "8.75% Series B Cumulative Redeemable Perpetual Preferred Stock" (the "Series B Preferred Stock") and the number of shares constituting such series shall be 4,640,000 shares.

IN WITNESS WHEREOF, the Corporation has caused this First Amendment to the Certificate of Designations, Preferences, and Rights to be signed in its name and on its behalf on this 7th day of June, 2022.

CareCloud, Inc.

By: /s/ A. Hadi Chaudhry

A. Hadi Chaudhry
Chief Executive Officer