

**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): June 1, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
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.

EXPLANATORY NOTE

CareCloud, Inc. (the "Company") is filing this Amendment No. 1 on Form 8-K/A (this "Amendment") to amend the Current Reports on Form 8-K, originally filed by the Company with the Securities and Exchange Commission ("SEC") on June 2, 2022 and June 9, 2022 (the "Original Reports"). The Original Reports were filed, among other things, to report the results of the matters submitted to a vote by the Company's stockholders at the Company's 2022 Annual Meeting of Stockholders held on June 1, 2022 ("Annual Meeting") and to report the filing of certain amendments to the Company's organizational documents with the Secretary of State of the State of Delaware (the "Delaware Secretary of State"). This Amendment amends the Original Reports solely to correct the disclosure regarding the previously reported results with respect to the Charter Proposal (as defined below) and to disclose that certain amendments to the Company's organizational documents have been retracted and new amendments to the Company's organizational documents have been filed.

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

Certificates of Correction

On June 15, 2022, the Company filed a Certificate of Correction (the “Charter Certificate of Correction”) with the Delaware Secretary of State to nullify the filing of a Certificate of Amendment to Amended and Restated Certificate of Incorporation (the “Charter Amendment”) with the Delaware Secretary of State on June 7, 2022, that had not received the requisite stockholder approval.

Except as described below, the Company’s Amended and Restated Certificate of Incorporation, as in effect prior to the Annual Meeting, is accurate and remains in effect without change. No shares of the Company’s common stock or preferred stock were issued in reliance on the Charter Amendment.

The foregoing description of the Charter Certificate of Correction does not purport to be complete and is qualified in its entirety by reference to the Charter Certificate of Correction, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K/A and incorporated by reference herein.

On June 15, 2022, the Company filed a Certificate of Correction (the “Series A Certificate of Correction”) with the Delaware Secretary of State to nullify the filing of an Eighth Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 11% Series A Cumulative Redeemable Perpetual Preferred Stock with the Delaware Secretary of State on June 7, 2022.

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

On June 15, 2022, the Company filed a Certificate of Correction (the “Series B Certificate of Correction”) with the Delaware Secretary of State to nullify the filing of a First Amendment to Certificate of Designations, Preferences and Rights of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock with the Delaware Secretary of State on June 7, 2022.

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

Eighth Amendment to Certificate of Designations of Series A Preferred Stock

On June 15, 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 Delaware Secretary of State 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 3.4 to this Current Report on Form 8-K/A and incorporated by reference herein.

First Amendment to Certificate of Designations of Series B Preferred Stock

On June 15, 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 Delaware Secretary of State 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 2,463,769 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 3.5 to this Current Report on Form 8-K/A and incorporated by reference herein.

Certificate of Amendment to Amended and Restated Certificate of Incorporation

At the Annual Meeting, the Company’s shareholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to amend Section 4.1 of the Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock that may be issued from twenty-nine million shares to thirty-five million shares (the “New Charter Amendment”). The New Charter Amendment was filed with the Delaware Secretary of State on June 16, 2022 and became effective on such date.

The foregoing description of the New Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the New Charter Amendment, a copy of which is included as Exhibit 3.6 to this Current Report on Form 8-K/A and incorporated by reference herein.

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

At the Annual Meeting, the Company’s stockholders voted on a proposal (“Charter Proposal”) to amend the Company’s Amended and Restated Certificate of Incorporation to increase the Company’s authorized shares of preferred stock from seven million shares to fifteen million shares. The Charter Proposal did not receive the votes necessary for approval.

The Company’s Current Report on Form 8-K filed with the SEC on June 2, 2022, correctly reported the vote on the Charter Proposal, which was 6,508,776 votes FOR, 1,705,914 votes WITHHELD, 23,960 votes ABSTAIN, and 2,930,332 Broker Non-Votes. The Charter Proposal did not receive the vote of a majority of the outstanding common stock entitled to vote on the Charter Proposal as required by the Delaware General Corporation Law.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
3.1	<u>Certificate of Correction to Certificate of Amendment to Amended and Restated Certificate of Incorporation.</u>
3.2	<u>Certificate of Correction to Eighth Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 11% Series A Cumulative Redeemable Perpetual Preferred Stock.</u>
3.3	<u>Certificate of Correction to First Amendment to Certificate of Designations, Preferences and Rights of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock.</u>
3.4	<u>Eighth Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 11% Series A Cumulative Redeemable Perpetual Preferred Stock.</u>
3.5	<u>First Amendment to Certificate of Designations, Preferences and Rights of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock.</u>
3.6	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation.</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 17, 2022

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

CERTIFICATE OF CORRECTION

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:

1. The name of the corporation is CareCloud, Inc.
2. That a Certificate of Amendment of Amended and Restated Certificate of Incorporation of CareCloud, Inc. was filed by the Secretary of State of Delaware on June 7, 2022 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Amendment is that the Certificate of Amendment reflected an incorrect number of authorized shares of preferred stock due to a miscommunication error.
4. The Certificate of Amendment is hereby corrected such that the Certificate of Amendment filed on June 7, 2022 shall be deemed null and void.

IN WITNESS HEREOF, said corporation has caused this certificate to be signed this 14th day of June, 2022.

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

CERTIFICATE OF CORRECTION

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:

1. The name of the corporation is CareCloud, Inc.
2. That an Eighth Amendment to Amended and Restated Certificate of Designations, Preferences and Rights of 11% Series A Cumulative Redeemable Perpetual Preferred Stock of CareCloud, Inc. was filed by the Secretary of State of Delaware on June 7, 2022 and that said Amendment requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Amendment is that the Amendment reflected an incorrect number of authorized shares of preferred stock due to a miscommunication error.
4. The Amendment is hereby corrected such that the Amendment filed on June 7, 2022 shall be deemed null and void.

IN WITNESS HEREOF, said corporation has caused this certificate to be signed this 1st day of June, 2022.

By: /s/ A. Hadi Chaudhry

Name: A. Hadi Chaudhry

Title: Chief Executive Officer

CERTIFICATE OF CORRECTION

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:

1. The name of the corporation is CareCloud, Inc.
2. That a First Amendment to Certificate of Designations, Preferences and Rights of 8.75% Series B Cumulative Redeemable Perpetual Preferred Stock of CareCloud, Inc. was filed by the Secretary of State of Delaware on June 7, 2022 and that said Amendment requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Amendment is that the Amendment reflected an incorrect number of authorized shares of preferred stock due to a miscommunication error.
4. The Amendment is hereby corrected such that the Amendment filed on June 7, 2022 shall be deemed null and void.

IN WITNESS HEREOF, said corporation has caused this certificate to be signed this 1st 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 7,000,000 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 15th 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 7,000,000 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 2,463,769 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 2,463,769 shares.

1

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 15th day of June, 2022.

CareCloud, Inc.

By: /s/ A. Hadi Chaudhry

A. Hadi Chaudhry
Chief Executive Officer

2

**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 42,000,000 shares, consisting of 35,000,000 shares of Common Stock and 7,000,000 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 16th day of June, 2022.

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