

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): July 9, 2025

Beyond Air, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38892
(Commission
File Number)

47-3812456
(I.R.S. Employer
Identification No.)

900 Stewart Avenue, Suite 301
Garden City, NY 11530
(Address of Principal Executive Offices and Zip Code)

(516) 665-8200
Registrant's Telephone Number, Including Area Code

(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 communication 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 \$.0001 per share	XAIR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

Beyond Air, Inc., a Delaware corporation (the "Company"), approved a reverse stock split of the Company's issued and outstanding shares of common stock ("Common Stock"), at a ratio of 1-for-20 (the "Reverse Stock Split"). The Reverse Stock Split was duly approved in a special meeting of the stockholders held on June 20, 2025. On July 9, 2025, the Company filed with the Secretary of State of the State of Delaware the Third Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") to effect the Reverse Stock Split. The Reverse Stock Split will become effective as of 12:01 a.m., Eastern Time, on July 14, 2025, and the Company's Common Stock will begin trading on the Nasdaq Stock Market on a split-adjusted basis when the market opens on July 14, 2025.

Reasons for the Reverse Stock Split

The Company is implementing the Reverse Stock Split to raise the per share bid price of the Company's Common Stock above \$1.00 per share and bring the Company back into compliance with Nasdaq Listing Rule 5550(a)(2). The Company will have regained compliance once the Company's Common Stock trades at or above \$1.00 for a minimum of 10 consecutive trading days, at which time Nasdaq will provide the Company with notice that it has regained compliance. The Company cannot provide assurance that the Reverse Stock Split will achieve the desired effects or that, if achieved, such desired effects will be sustained.

Effects of the Reverse Stock Split

The Reverse Stock Split will become effective on July 14, 2025 (the "Effective Date"). The Common Stock will begin trading on a split-adjusted basis at the commencement of trading on the Effective Date, under the Company's existing trading symbol "XAIR." The new CUSIP number for the Common Stock following the Reverse Stock Split will be 08862L202.

Split Adjustment; Treatment of Fractional Shares

On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company will be exchanged for the number of shares of Common Stock equal to the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split, divided by twenty (20), with such resulting number of shares rounded up to the nearest whole share. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration shall be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split. The Company does not intend to round up fractional shares at the beneficial level and will instead round any such fractional shares up at the participant level. Also on the Effective Date, all equity awards outstanding immediately prior to the Reverse Stock Split will be adjusted to reflect the Reverse Stock Split.

Certificated and Non-Certificated Shares

Each certificate, or book entry, that immediately prior to the Reverse Stock Split represented shares of Common Stock, will, following the Reverse Stock Split, represent that number of shares of Common Stock into which the shares of Common Stock represented by such certificate or book entry have been combined, subject to the treatment of fractional shares as described above.

Stockholders who hold their shares in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

Delaware State Filing

The Reverse Stock Split was effected pursuant to the Company's filing of the Certificate of Amendment with the Secretary of State of the State of Delaware. A copy of the form of the Certificate is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Capitalization

The Company is authorized to issue 500,000,000 shares of Common Stock and 10,000,000 shares of preferred stock (the "Preferred Stock"). There will be no change to the number of authorized capital stock of the Company or to the rights limitations and privileges, including voting rights, of the Company's designated and outstanding shares of Preferred Stock. The Reverse Stock Split will have no effect on the par value of the Common Stock or the Preferred Stock.

Immediately after the Reverse Stock Split, each Common Stockholder's percentage ownership interest in the Company's Common Stock and proportional voting power of the Company's Common Stock shall remain unchanged, except for minor changes and adjustments that will result from the treatment of fractional shares. The rights and privileges of the holders of shares of Common Stock will remain unaffected by the Reverse Stock Split.

Item 9.01 Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	Form of Certificate of Amendment
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are 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.

BEYOND AIR, INC.

Date: July 10, 2025

By: /s/ Steven A. Lisi
Name: Steven A. Lisi
Title: Chief Executive Officer

THIRD CERTIFICATE OF AMENDMENT OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
BEYOND AIR, INC.

Beyond Air, Inc. (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware hereby certifies as follows:

1. The name of the Corporation is Beyond Air, Inc. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 28, 2015. The original Certificate of Incorporation was amended and restated and filed with the Secretary of State of the State of Delaware effective January 13, 2017 (the “Amended and Restated Certificate of Incorporation”). A Certificate of Amendment to the Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware effective June 26, 2019. A Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware effective November 25, 2024.

2. The Amended and Restated Certificate of Incorporation, as amended, is hereby further amended by adding the following new paragraph at the end of Article IV:

“D. July 2025 REVERSE STOCK SPLIT

Effective at 12:01 AM, Eastern Time, on July 14, 2025 (the “**July 2025 Split Effective Time**”), every twenty (20) shares of common stock issued and outstanding or held by the Corporation as treasury shares as of the July 2025 Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of common stock, without effecting a change to the par value per share of common stock, subject to the treatment of fractional interests as described below (the “**July 2025 Reverse Split**”). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the combination effected by the preceding sentence. The Board of Directors shall make provision for the issuance of that number of fractions of common stock such that any fractional share of a holder otherwise resulting from the July 2025 Reverse Split shall be rounded up to the next whole number of shares of common stock. As of the July 2025 Split Effective Time and thereafter, a certificate(s) representing shares of common stock prior to the July 2025 Reverse Split is deemed to represent the number of post-July 2025 Reverse Split shares into which the pre-July 2025 Reverse Split shares were reclassified and combined. The July 2025 Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, common stock of the Corporation and all references to such common stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of common stock shall be deemed to be references to the common stock or options or rights to purchase or acquire shares of common stock, as the case may be, after giving effect to the July 2025 Reverse Split.”

3. The Board of Directors of the Corporation has duly adopted resolutions (i) declaring this Third Certificate of Amendment to be advisable, (ii) adopting and approving this Third Certificate of Amendment, (iii) directing that this Third Certificate of Amendment be submitted to the stockholders of the Corporation for their approval at the special meeting of the stockholders of the Corporation and (iv) recommending to the stockholders of the Corporation that this Third Certificate of Amendment be approved.

4. This Third Certificate of Amendment was submitted to and duly adopted and approved by the stockholders of the Corporation at the special meeting of the stockholders of the Corporation in accordance with Sections 222 and 242 of the Delaware General Corporation Law.

5. This Third Certificate of Amendment has been duly authorized, adopted and approved by the Corporation’s Board of Directors in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law.

6. This Third Certificate of Amendment shall be effective upon its filing with the Secretary of State of the State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, Beyond Air, Inc. has caused this Third Certificate of Amendment to be signed by a duly authorized officer of the Corporation on July 9, 2025.

BEYOND AIR, INC.

Steven Lisi
Chief Executive Officer

[Signature Page to Third Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Beyond Air, Inc.]