

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): **May 15, 2025**

NUTEX HEALTH INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41346
(Commission File Number)

11-3363609
(I.R.S. Employer
Identification Number)

6030 S. Rice Ave, Suite C, Houston, Texas 77081
(Address of principal executive offices) (zip code)

(713) 660-0557
(Registrant's telephone number, including area code)

N/A
(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)
- ☐ Precommencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Precommencement 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 Symbols(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	NUTX	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 (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 4.01 Changes in Registrant's Certifying Accountant.

The Audit Committee of the Board of Directors (the "Committee") of Nutex Health Inc. (the "Company") concluded a competitive selection process to determine the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

(a) Dismissal of Independent Registered Public Accounting Firm

On May 15, 2025, the Committee notified CBIZ CPAs P.C. ("CBIZ") of its dismissal as the Company's independent registered public accounting firm, and CBIZ did not issue an audit report on the Company's financial statements. Please refer to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2025.

During the three-month period ended March 31, 2025 and through May 15, 2025, there have been no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K), except for the following material weaknesses in the Company's internal control over financial reporting:

- The Company had ineffective design, implementation and operation of controls over logical access, program change management and vendor management:
 - appropriate restrictions that would adequately prevent users from gaining inappropriate access to the financially relevant systems.
 - IT programs and data changes affecting the Company's financial IT applications and underlying accounting records, are identified, tested, authorized and implemented appropriately to validate that data produced by its relevant IT systems were complete and accurate. Automated process-level and manual controls that are dependent upon the information derived from such financially relevant systems were also determined to be ineffective as a result of such deficiency.
 - key third party service provider SOC reports were obtained and reviewed.
- Business process controls across all financial reporting processes were not effectively designed and implemented to properly address the risk of material misstatement, including controls without proper segregation of duties between preparer and reviewer and key management review controls.
- Ineffective design and implementation of controls over the completeness and accuracy of information included in key spreadsheets supporting the financial statements.

The Company has provided a copy of the foregoing disclosures to CBIZ and requested that CBIZ furnish it with a letter addressed to the Securities and Exchange Commission stating whether CBIZ agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of CBIZ's letter, dated May 21, 2025, is filed as Exhibit 16.1 to this Form 8-K.

(b) Engagement of New Independent Registered Public Accounting Firm

The Committee, effective as of May 15, 2025, approved the appointment of Grant Thornton LLP ("Grant Thornton") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

During the fiscal years ended December 31, 2024 and 2023 and in the subsequent interim period from January 1, 2025 to May 15, 2025, neither the Company nor anyone on its behalf consulted with Grant Thornton regarding (i) the application of accounting principles to a specified transaction, completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that Grant Thornton concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions thereto) or (iii) any reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
16.1	Letter from CBIZ CPAs P.C. to the Securities and Exchange Commission dated May 21, 2025
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.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 21, 2025

Nutex Health Inc.

By: /s/ Jon C. Bates
Jon C. Bates
Chief Financial Officer



CBIZ CPAs P.C.

6002 Rogerdale Road
Suite 300
Houston, TX 77072

P: 281.223.5500

May 21, 2025

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by Nutex Health, Inc. under Item 4.01 of its Form 8-K dated May 15, 2025. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of Nutex Health, Inc. contained therein.

Very truly yours,

/S/CBIZ CPAs P.C.

CBIZ CPAs P.C.
