
**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) **February 19, 2025**

RETINALGENIX TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-258528

(Commission
File Number)

82-3936890

(I. R. S. Employer
Identification No.)

**409 Apollo Beach Blvd, Suite 6
Apollo Beach, FL 33572**

(Address of principal executive offices, including zip code)

(415) 578-9583

(Registrant's telephone number, including area code)

**1450 North McDowell Boulevard, Suite 150
Petaluma, CA 94954**

(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: **None**

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 February 19, 2025, RetinalGenix Technologies Inc. (the “Company”) entered into amendment (the “Amendment”) to the Pre-Funded Common Stock Purchase Warrant, dated December 27, 2021 (the “Warrant”), for 28,014,540 shares of the Company’s common stock held by Sanovas Ophthalmology, LLC to provide that the Warrant may not be exercised prior to the earlier of: (a) February 1, 2030 or (b) the third anniversary of the Company’s uplisting to The Nasdaq Stock Market or NYSE American.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	<u>Amendment to Pre-Funded Common Stock Purchase Warrant, dated February 19, 2025, by and between RetinalGenix Technologies, Inc. and Sanovas Ophthalmology, LLC</u>
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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.

RETINALGENIX TECHNOLOGIES INC.

Date: February 20, 2025

By: /s/ Jerry Katzman
Jerry Katzman
Chief Executive Officer

AMENDMENT TO PRE-FUNDED COMMON STOCK PURCHASE WARRANT

This Amendment (this "Amendment"), effective as of the 19th day of February, 2025, to the PRE-FUNDED COMMON STOCK PURCHASE WARRANT, dated December 27, 2021 (the "Warrant"), issued to Sanovas Ophthalmology, LLC or its assigns (the "Holder") by RetinalGenix Technologies, Inc. (the "Company").

WHEREAS, the Company and Holder desire to amend the Warrant to as set forth hereinbelow.

NOW THEREFORE, in consideration of \$100.00 paid in hand, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree to amend the Warrant as follows:

1. **Amendment**. Notwithstanding anything to the contrary set forth in the Warrant, the parties hereby agree that the Warrant may not be exercised by Holder prior to the earlier of: (a) February 1, 2030 or (b) the third anniversary of the Company's uplisting to The Nasdaq Stock Market or NYSE American.

2. **Severability**. The provisions of this Amendment are severable and if any part or it is found to be unenforceable the other paragraphs shall remain fully valid and enforceable.

3. **No Other Amendments; Confirmation**. All other terms of the Warrant shall remain in full force and effect. The Warrant, as amended by this Amendment, constitutes the entire agreement between the parties with respect to the subject matter thereof.

4. **Counterparts**. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original but both of which together shall constitute one and the same instrument.

5. **Governing Law**. This Amendment is made and shall be construed and performed under the internal laws of the State of New York, without regard to the principles of conflicts of law thereof.

IN WITNESS WHEREOF, the Company and Holder have caused this Amendment to be executed by its officer thereunto duly authorized as of the date first above indicated.

RETINALGENIX TECHNOLOGIES, INC.

By: /s/ Jerry Katzman
 Name: Jerry Katzman, MD
 Title: Chief Executive Officer

SANOVAS OPHTHALMOLOGY, LLC

By: /s/ Jerry Katzman
 Name: Jerry Katzman, MD
 Title: Managing Member
