

**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 1, 2022**

BIMI International Medical Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34890 (Commission File Number)	02-0563302 (IRS Employer Identification No.)
9th Floor, Building 2, Chongqing Corporation Avenue, Yuzhong District, Chongqing, P. R. China (Address of principal executive offices)		116000 (Zip Code)

Registrant's telephone number, including area code: **(8604) 1182209211**

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, \$0.001 par value	BIMI	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 (§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 1, 2022, the Registrant entered into an Amendment No. 3 to the Stock Purchase Agreement and Settlement Agreement (the “Amendment and Settlement Agreement”) with Mr. Yu Xiang (the “Seller”), a citizen of the People’s Republic of China, to amend the Stock Purchase Agreement dated as of December 15, 2020, as amended on April 6, 2021 and December 17, 2021, respectively (together the “Original SPA”), by and among the Registrant, CHAOHU ZHONGSHAN MINIMALLY INVASIVE HOSPITAL and the Seller.

The Amendment and Settlement Agreement contemplated the reduction of the purchase price, including a retroactive 50% decrease in the Closing Cash Payment and a 50% retroactive decrease in the Deferred Closing Stock Payment (all as defined in the Original SPA) and a 50% reduction of the 2021 and 2022 performance targets, as described in the Original SPA.

As a result of such amendment, the Seller agreed to return to the Registrant RMB 40,000,000 in cash and 1 million shares of the Registrant’s common stock, both were previously delivered to the Seller as part of the closing consideration under the Original SPA.

The foregoing description of the Amendment and Settlement Agreement does not purport to be complete and is qualified in its entirety by reference to the Amendment and Settlement Agreement, which is filed as Exhibit 4.1 hereto, and is incorporated herein by reference.

Item 8.01 Other Events

On February 2, 2022, the Registrant issued a press release announcing the entry into of the Amendment and Settlement Agreement.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information under this Item 8.01, including Exhibit 99.1, is deemed “furnished” and not “filed” under Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

The information in this Current Report on Form 8-K, including Exhibit 99.1, may contain forward-looking statements based on management’s current expectations and projections, which are intended to qualify for the safe harbor of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained herein that are not historical facts are considered “forward-looking statements.” Such forward-looking statements may be identified by, among other things, the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” or “anticipates” or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. In particular, statements regarding the efficacy of investment in research and development are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the effect of political, economic, and market conditions and geopolitical events; legislative and regulatory changes that affect our business; the availability of funds and working capital; the actions and initiatives of current and potential competitors; investor sentiment; and our reputation. The Registrant does not undertake any responsibility to publicly release any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this report. The factors discussed herein are expressed from time to time in the Registrant’s filings with the Securities and Exchange Commission available at <http://www.sec.gov>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Amendment No. 3 to Stock Purchase Agreement and Settlement Agreement dated February 1, 2022
99.1	Press Release Dated February 2, 2022
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

SIGNATURE

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.

Dated: February 2, 2022

BIMI International Medical Inc.

By: /s/ Tiewei Song

Name: Tiewei Song

Title: Chief Executive Officer