

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 5, 2019

NanoVibronix, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction
of incorporation)

001-36445
(Commission File Number)

01-0801232
(IRS Employer
Identification No.)

525 Executive Blvd
Elmsford, New York
(Address of principal executive offices)

10523
(Zip Code)

Registrant's telephone number, including area code: (914) 233-3004

(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))

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 5, 2019, NanoVibronix, Inc. (the “Company”) entered into amendments to its two-year warrants (the “Warrant Amendment”) to purchase an aggregate of 266,667 shares of common stock at an exercise price of \$3.00 per share (the “\$3.00 Warrants”) and warrants to purchase an aggregate of 420,000 shares of common stock at an exercise price of \$6.00 per share (the “\$6.00 Warrants”), issued in January and February 2015, to extend the expiration date of the warrants for two additional years. In addition, the Warrant Amendment amended the exercise price with respect to the \$3.00 Warrants from \$3.00 per share to \$3.35 per share. The exercise price of the \$6.00 Warrants was unchanged. Pursuant to the Warrant Amendment, warrants to purchase 266,667 shares of common stock at \$3.35 per share and warrants to purchase 266,667 shares of common stock at \$6.00 per share will expire on January 29, 2021, and the warrants to purchase 140,000 shares of common stock at \$6.00 per share will expire on February 10, 2021, and the warrants to purchase 13,333 shares of common stock at \$6.00 per share will expire on February 23, 2021. The Warrant Amendment is effective as of January 29, 2019. All other terms of the original warrants remain the same.

Holders of the warrants who entered into the amendment with the Company include the following affiliates of the Company: (i) a subsidiary of IDT Corporation, a greater than five percent stockholder of the Company, who holds warrants to purchase 266,667 shares of common stock at \$3.35 per share and warrants to purchase 266,667 shares of common stock at \$6.00 per share, and (ii) entities controlled by Mr. Paul Packer and Mr. Packer, a greater than five percent stockholder of the Company, who holds warrants to purchase 66,666 shares of common stock at \$6.00 per share.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NanoVibronix, Inc.

Date: February 5, 2019

By: /s/ Stephen Brown

Name: Stephen Brown

Title: Chief Financial Officer