

**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): November 27, 2023

InnovaQor, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

000-33191

(Commission File Number)

84-0436055

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

400 South Australian Avenue, Suite 800, West Palm Beach,
Florida

(Address of Principal Executive Offices)

33401

(Zip Code)

(561) 421-1900

(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 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 under Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
None	None	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 7.01. Regulation FD Disclosure

On November 27, 2023, InnovaQor, Inc. (the "Company") issued a press release announcing that the Company had authorized two new series of preferred stock in contemplation of a potential exchange offer to be made to its common shareholders. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing of the Company 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Exhibit Description

99.1	Press Release dated November 27, 2023
104	Cover Page Interactive Data File (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.

Date: November 27, 2023

INNOVAQOR, INC.

By: */s/ Darrell Peterson*

Darrell Peterson
Chief Executive Officer
(principal executive officer)



INNOVAQOR, INC. CREATES PREFERRED STOCK; CONSIDERS LAUNCHING EXCHANGE OFFER TO COMMON SHAREHOLDERS

WEST PALM BEACH, Fla. (November 27, 2023) — InnovaQor, Inc. (OTC: INQR) authorized two new series of preferred stock, the Series E Mandatory Convertible Preferred Stock and the Series F Mandatory Convertible Preferred Stock, by filing certificates of designation with the Secretary of State of the State of Nevada on November 22, 2023. The Company authorized the two series of preferred stock in contemplation of a potential exchange offer to be made to its common shareholders.

The Company is considering offering common shareholders the opportunity to exchange common shares for a stated value of Series E and Series F Preferred Stock. The value of common shares exchanged would be divided equally between Series E and Series F Preferred Stock. The Series E Preferred Stock has a mandatory conversion date of December 31, 2026 and the Series F Preferred Stock has a mandatory conversion date of December 31, 2027. The stated value each series of preferred stock initially is \$100, and increases by \$20 upon each anniversary of issuance.

As an example, as currently contemplated, if a common shareholder exchanges \$1,000 of common shares they will receive \$500 of Series E Preferred Stock and \$500 of Series F Preferred Stock.

The \$500 of Series E Preferred Stock shall have a stated value of (i) \$600 from the first anniversary of the original issue date until the day before the second anniversary of the Original Issue Date; and (ii) \$700 from and after the second anniversary of the original issue date until the day before the third anniversary of the original issue date; and (iii) \$800 on the third anniversary until the mandatory conversion date at which time the total stated value of the Series E Preferred Stock (\$800.00) would automatically convert to common stock of the Company at the average closing price of the Common Stock on the 10 Trading Days immediately prior to the mandatory conversion date.

The \$500 of Series F Preferred Stock shall have a stated value of (i) \$600 from the first anniversary of the original issue date until the day before the second anniversary of the Original Issue Date; and (ii) \$700 from and after the second anniversary of the original issue date until the day before the third anniversary of the original issue date; and (iii) \$800 from and after the third anniversary of the original issue date until the day before the fourth anniversary of the original issue date; and (iv) \$900 on the fourth anniversary until the mandatory conversion date at which time the total stated value of the Series F Preferred Stock (\$900.00) would automatically convert to common stock of the Company at the average closing price of the Common Stock on the 10 Trading Days immediately prior to the mandatory conversion date.

“We believe an exchange offer is a viable and exciting alternative to completing a reverse split of our common stock in an effort to make our Company more attractive to new investors” said Darrell Peterson, CEO of InnovaQor, Inc. “Our Company is entering a phase where new investors are necessary to help us create a significantly more valuable Company. If successful, an exchange offer would create more opportunity to our current shareholders than other methods of restructuring our current capitalization to attract investment.”

The terms and timing of an exchange offer are subject to final approval by the Board of Directors of the Company and market conditions.

For further information on InnovaQor, Inc., please visit www.innovaqor.com

This press release is for informational purposes only and is not intended to and does not constitute an offer to subscribe for, exchange, buy or sell, the solicitation of an offer to subscribe for, exchange, buy or sell, or an invitation to subscribe for, exchange, buy or sell any securities, nor shall there be any sale, issuance, exchange or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus or other document meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and applicable state securities laws, or an applicable exemption therefrom, and otherwise in compliance with applicable law

About InnovaQor, Inc.

InnovaQor delivers innovative technology and software solutions for the medical sector and has initiated the creation of a communication platform (Curallo) specifically for the medical sector, which will facilitate communication and collaboration between peers and allow the addition of revenue generating bolt on offers, including existing solutions and a new recruitment matching product for the healthcare sector.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Actual results may differ from expectations and, consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Additional information concerning these and other risk factors are contained in the Company’s most recent filings with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

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