

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 7, 2023 (November 1, 2023)

**ELUTIA INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-39577**  
(Commission  
File Number)

**47-4790334**  
(IRS Employer  
Identification No.)

**12510 Prosperity Drive, Suite 370, Silver Spring, MD 20904**

(Address of principal executive offices) (Zip Code)

**(240) 247-1170**

(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)
- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Class A Common Stock, \$0.001 par value per share</b>	<b>ELUT</b>	<b>The Nasdaq Capital Market</b>

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on May 4, 2023, Elutia Inc. (the “Company”) received written notice (the “Original Notice”) from the Listing Qualifications Department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it did not meet the Market Value of Listed Securities (“MVLS”) requirement for continued listing on the Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(b)(2) (the “Market Value Standard”), and noting that the Company did not meet the requirements under Nasdaq Listing Rules 5550(b)(1) (Equity Standard) and 5550(b)(3) (Net Income Standard). The Original Notice provided that, in accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company would have a period of 180 calendar days from the date of the Original Notice, or until October 31, 2023 (the “Compliance Date”), to regain compliance with the Market Value Standard.

On November 1, 2023, the Company received a delisting determination letter (the “Letter”) from the Staff advising the Company that the Staff had determined that the Company did not regain compliance with the Market Value Standard by the Compliance Date because the Company’s MVLS did not close at or above \$35 million for a minimum of 10 consecutive business days prior to the Compliance Date. As a result, unless the Company requests an appeal of the Staff’s determination, trading of the Company’s common stock on the Nasdaq Capital Market will be suspended at the opening of business on November 10, 2023, and Form 25-NSE will be filed with the Securities and Exchange Commission to remove the Company’s securities from listing and registration on the Nasdaq Capital Market.

The Company intends to submit a hearing request to the Nasdaq Hearings Panel (the “Panel”) to appeal the Staff’s delisting determination. A hearing request will stay a delisting action by the Staff until the hearing process concludes and the Panel issues a written decision with the results of the hearing. At the hearing, the Company intends to present a plan to regain compliance with the Market Value Standard, and in the interim, the Company’s common stock will continue to trade on the Nasdaq Capital Market under the symbol “ELUT” at least pending the ultimate conclusion of the hearing.

There can be no assurance that the Company’s plan will be accepted by the Panel or that, if it is, the Company will be able to regain compliance with the applicable Nasdaq listing requirements. If the Company’s common stock is delisted, it could be more difficult to buy or sell the Company’s common stock or to obtain accurate quotations, and the price of the Company’s common stock could suffer a material decline. Delisting could also impair the Company’s ability to raise capital.

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**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.

**ELUTIA INC.**  
*(Registrant)*

Date: November 7, 2023

By: /s/ Matthew Ferguson  
Matthew Ferguson  
Chief Financial Officer

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