

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **December 31, 2015 (December 28, 2015)**

HELIUS MEDICAL TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Wyoming
(State or Other Jurisdiction
of Incorporation)

000-55364
(Commission
File Number)

36-4787690
(IRS Employer
Identification No.)

Suite 400, 41 University Drive
Newton, Pennsylvania
(Address of Principal Executive Offices)

18940
(Zip Code)

Registrant's telephone number, including area code **(215) 809-2018**

(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))
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Item 1.01 Entry into a Material Definitive Agreement.

Helius Medical Technologies, Inc. (the “Company”) is designing the PoNS™ device with the cooperation of the U.S. Army pursuant to an agreement known as a cooperative research and development agreement. On December 28, 2015, the Company’s wholly-owned subsidiary NeuroHabilitation Corporation, as cooperator, entered into Notice of Modification No. 3 (“Modification No. 3”) of the Amended Cooperative Research and Development Agreement (“CRADA”), with Advanced NeuroRehabilitation, LLC, Yuri Danilov, Mitchell Tyler, Kurt Kaczmarek, the U.S. Army Medical Material Agency and the U.S. Army Medical Material Development Activity. Modification No. 3 extends the expiration date of the CRADA to December 31, 2017.

The preceding summary of the CRADA and the amendments thereto is qualified in its entirety by reference to Modification No. 3 which is attached hereto as Exhibit 2.1, the CRADA (filed as Exhibit 10.2 to the Company’s Form S-1 filed July 14, 2014), Modification No. 1 to the CRADA (filed as Exhibit 10.5 to the Company’s Form S-1 filed July 14, 2014) and Modification No. 2 to the CRADA (filed as Exhibit 10.12 to the Form 10-12G filed on February 6, 2015).

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 8.01 below under the heading “Convertible Promissory Note” is incorporated by reference into this Item 3.02. The Company relied upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506(b) thereunder for the issuance of the shares of its common stock (the “Common Stock”) and warrant discussed below.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 29, 2015, the Board of Directors of the Company (the “Board”) appointed Mr. Blane Walter and Dr. Huaizheng Peng to the Board. Concurrently with such appointments, Joyce LaViscount and Yuri Danilov resigned from the Board. The resignations of Ms. LaViscount and Mr. Danilov did not involve a dispute or disagreement with the Company or the Board. Ms. LaViscount will continue to serve as Chief Financial Officer and Chief Operating Officer of the Company and Mr. Danilov will continue to contribute to the scientific advancement of the PoNS™ device.

In connection with their appointment to the Board, each of Mr. Walter and Dr. Peng has been granted an option to purchase up to 50,000 shares of Common Stock, at an exercise price equal to CAD \$1.24. One-third of such shares will vest on each of the date of the grant, the first anniversary of the date of the grant and the second anniversary of the date of the grant.

Mr. Walter and Dr. Peng have not engaged in any transactions with the Company or its subsidiaries that are required to be disclosed under Item 404(a) of Regulation S-K, nor have any such transactions been proposed.

Item 8.01 Other Events.

Convertible Promissory Note

On December 29, 2015, the Company drew down the remaining \$5.0 million from the credit facility provided by A&B (HK) Company Limited (“A&B”) pursuant to the Convertible Promissory Note (the “Note”) dated October 9, 2015 in exchange for 5,555,556 shares of Common Stock at a price of \$0.90 per share and a warrant to purchase 2,777,778 shares of Common Stock for a period of three (3) years with an exercise price of \$1.35 per share, a 50% premium based on the price of the new shares. The shares will be subject to a four-month statutory hold period.

Additionally, pursuant to the terms of the Note, the Company has granted A&B one director seat on the Board and appointed Mr. Peng to the Board as discussed in Item 5.02 above.

The preceding summary of the Note is qualified in its entirety by reference to the Note, which is filed as Exhibit 10.1 to the Company’s Form 8-K filed October 16, 2015.

Press Release

On December 31, 2015, the Company issued a press release to announce the information discussed in this Form 8-K. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
2.1	Modification No. 3 to the CRADA, dated December 28, 2015
99.1	Press Release, dated December 31, 2015

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.

HELIUS MEDICAL TECHNOLOGIES, INC.

Date: December 31, 2015

By: /s/ Joyce LaViscount

Name: Joyce LaViscount

Title: Chief Financial Officer

Exhibit Index

Exhibit Number

Description

2.1	Modification No. 3 to the CRADA, dated December 28, 2015
99.1	Press Release, dated December 31, 2015

NOTICE OF MODIFICATION No. 3
of
COOPERATIVE RESEARCH AND DEVELOPMENT AGREEMENT
between

US Army Medical Materiel Agency (USAMMA)
a subordinate activity of the US Army Medical Research and Materiel Command (USAMRMC), in
collaboration with the Combat Casualty Care Research Program (CCCRP)

and

US Army Medical Materiel Development Activity (USAMMDA)
(USAMMA and USAMMDA collectively as Laboratory)

and

NeuroHabilitation Corporation (Cooperator)
Yuri P. Danilov, Mitchell E. Tyler, Kurt A. Kaczmarek (Background Patent Owners)
Advanced NeuroRehabilitation, LLC (Exclusive Licensee of Background Patent)

The United States Army Medical Materiel Agency, 693 Neiman St, Fort Detrick, Maryland 21702-5012, U.S.A., United States Army Medical Materiel Development Activity, 1430 Veterans Drive, Fort Detrick, Maryland 21702-5012, U.S.A. and NeuroHabilitation Corporation 208 Palmer Alley, Newtown, PA 18940, entered into a Cooperative Research and Development Agreement ("Agreement") (U.S. Army Medical Research and Materiel Command Control Number W81XWH-13-0145) on 1 February 2013, for research and development on "Collaboration to advance the Portable Neuromodulation Stimulator (PoNS™) device through FDA approval for assisted physical therapy in the treatment of soldiers and others with balance and gait disorder."

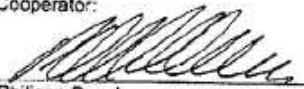
The Parties agree that a modification is required to the agreement to better align with current objectives of the collaboration.

Now, the Parties desire to amend the Agreement as follows:

- Article 3 Section 02 is changed to reflect the following:
 - Laboratory Principal Investigator is changed from Mr Scott Colmyer to Mr Brian Dacanay, 693 Neiman St, Fort Detrick, MD 21702, 301-619-4348, 301-619-9422, brian.l.dacanay.civ@mail.mil
- Article 14 Section 03 is changed to reflect the following:
 - Renewal: Expiration date will be an additional 2 years, to December 31, 2017 unless revised by written notice and mutual agreement.

All other provisions of this Agreement, as previously amended, are unchanged.
IN WITNESS WHEREOF, the Parties have caused this modification to be executed by their duly authorized representatives as follows:

For the Cooperator:

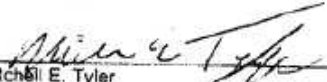

Philippe Deschamps
Chief Operating Officer
NeuroHabilitation Corporation

DATE 12/13/15

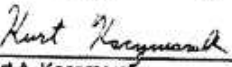
For Advanced NeuroRehabilitation, LLC and as Background Patent Owners:


Yuri P. Danilov

DATE 12/02/2015

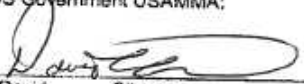

Mitchell E. Tyler

DATE 05 DEC 2015


Kurt A. Kaczmarek

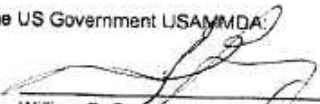
DATE 12/11/2015

For the US Government USAMMA:


David Gibson
Colonel, Medical Service Corps
Commander, U.S. Army Medical Materiel Agency

DATE 28 DEC 15

For the US Government USAMMDA:


William E. Geesey
Colonel, Medical Service Corps
Commander, US Army Medical Materiel Development Activity

DATE 22 DEC 2015



**HELIUS MEDICAL TECHNOLOGIES ANNOUNCES RECEIPT OF REMAINDER OF
A&B FUNDING, CHANGES TO BOARD OF DIRECTORS, AND
EXTENSION OF CRADA AGREEMENT THROUGH DECEMBER 2017**

(Newtown PA) – December 31, 2015 - Helius Medical Technologies, Inc. (CSE: HSM; OTCQB: HSDT) (“Helius”, or the “Company”), a medical technology company focused on the treatment of neurological symptoms caused by disease or trauma, today announced that the Company has elected to draw down on the remaining USD \$5 million credit facility from A&B (HK) Company Limited (“A&B”), appointed two new members to its Board of Directors and obtained an extension to its Cooperative Research and Development Agreement (“CRADA”) with the US Army Medical Research and Material Command (“USAMRMC”).

A&B Financing

The drawdown of USD \$5 million from A&B was in exchange for 5,555,556 shares of Common Stock at a price of \$0.90 per share and a warrant to purchase 2,777,778 shares of Common Stock for a period of three (3) years with an exercise price of \$1.35 per share, a 50% premium based on the price of the new shares. The shares will be subject to a four-month statutory hold period. Please see the Company’s news release dated October 13, 2015 for more information about the credit facility with A&B.

Additional Directors

Pursuant to the terms of the agreement with A&B, the Company has granted A&B the right to nominate one director to the Board of the Company and A&B has appointed Dr. Huaizheng Peng.

Dr. Peng is a General Manager, and non-executive Director of China Medical System Holdings (“CMS”) and in charge of international operations. Prior to joining CMS, Dr. Peng was a private equity firm partner at Northland Bancorp, head of life sciences and as a director of corporate finance at Seymour Pierce and served as a non-executive Director of China Medstar, an AIM listed medical device company.

Helius is also pleased to announce that, in addition to the appointment of Dr. Peng to Board, it has appointed Blane Walter as a new member as of December 29, 2015. Concurrently with these appointments, Joyce LaViscount and Yuri Danilov have resigned as Directors to make room for the new Directors, not due to any disagreement with the Company. Ms. LaViscount will continue to serve as Chief Financial Officer and Chief Operating Officer of Helius. Helius wishes to express its thanks to Ms. LaViscount and Dr. Danilov for their invaluable contributions throughout their tenure as Directors.

Helius' Board of Directors now consists of Philippe Deschamps, Mitchell Tyler, Edward M. Straw, Savio Chiu, Blane Walter, and Huaizheng Peng.

Mr. Walter is a Partner at Talisman Capital Partners, a private investment partnership located in Columbus, Ohio. He was the founder of inChord Communications, Inc., which he built into the largest independently-owned, healthcare communications company in the world. In 2005, inChord was acquired by Ventiv Health, the largest provider of outsourced sales and clinical services serving the pharmaceutical industry to create inVentiv Health. In 2008, Walter became CEO of the combined public company.

In connection with their appointment to the Board, each of Mr. Walter and Dr. Peng has been granted an option to purchase up to 50,000 shares of Common Stock at an exercise price equal to CAD\$ 1.24 with one-third of such shares vesting on the date of grant and another one-third vesting on first and second anniversary of the date of grant.

CRADA Extension

Also announced was that Helius through its wholly owned subsidiary NeuroHabilitation Corporation ("NHC"), and the USAMRMC have modified their existing CRADA to extend the agreement to December 2017. The CRADA partners Helius and the USAMRMC in the development of the company's Portable Neuromodulation Stimulator ("PoNS™") device, a noninvasive brain stimulation device that is being developed for the treatment of balance disorder in patients with mild to moderate traumatic brain injury ("mTBI").

The CRADA also allows the USAMRMC to research other potential uses of the device relevant to injured service members, such as the effectiveness of the PoNS™ device in treating tinnitus, post-traumatic stress, or sleep disturbances.

"We are very pleased to be formally extending our partnership with the U.S. Army through 2017. Partnerships such as this are crucial to Helius' development of the PoNS™ in both the clinical and commercial settings." said the CEO of Helius, Philippe Deschamps.

About the PoNS™

The PoNS™ device is a non-invasive means for delivering neurostimulation through the tongue. The PoNS™ therapy is currently being studied in the United States for the treatment of balance disorder for subjects with mild to moderate Traumatic Brain Injury ("mTBI"), and in Canada for the treatment of gait and balance disorder for subjects with MS.

The PoNS™ device is believed to be the first non-invasive means for delivering neurostimulation through the tongue. Researchers believe that use of the tongue as a gateway to the brain may be one of the most natural, non-invasive and direct ways to stimulate the brain. The tongue is anatomically unique, being richly innervated by thousands of nerve fibers and interconnected to the brainstem by two major cranial nerves.

About Helius Medical Technologies (HMT)

Helius Medical Technologies is a medical technology company focused on neurological wellness. HMT seeks to develop, license and acquire unique and non-invasive platform technologies that amplify the brain's ability to heal itself. HMT intends to file for U.S. Food and Drug Administration clearance for the PoNS™ device. For more information, please visit www.heliusmedical.com. The contents of this website are not, and should not be deemed to be, incorporated by reference herein.

Cautionary Disclaimer Statement:

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the failure to satisfy the conditions of the Canadian Securities Exchange and other risks detailed from time to time in the filings made by the Company with securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements as expressly required by applicable law.

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