

**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**

January 22, 2018

Date of Report (Date of earliest event reported)



HELIUS MEDICAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

WYOMING

(State or other jurisdiction of
incorporation or organization)

000-55364

(Commission
File Number)

36-4787690

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

(Exact name of registrant as specified in charter)

642 Newtown Yardley Road Suite 100

Newtown, Pennsylvania, 18940

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 944-6100

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 14a12 under the Exchange Act (17 CFR 240.14a12)
- Precommencement communications pursuant to Rule 14d2(b) under the Exchange Act (17 CFR 240.14d2(b))
- Precommencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e4(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 5.03 Amendment to Articles of Incorporation or Bylaws

As previously disclosed on the Form 8-K filed June 9, 2017, at the 2017 annual meeting of shareholders of Helius Medical Technologies, Inc. (the “Company”) the shareholders approved an amendment to the Company’s Articles of Incorporation to effect, at the option of the board of directors of the Company (the “Board”), a reverse stock split of the Company’s Class A common stock, no par value (the “Common Stock”) at a ratio ranging from three-for-one (3:1) to seven-for-one (7:1) inclusive, with the effectiveness of the amendment or the abandonment of the amendment, to be determined by the Board prior to the date of the 2018 annual meeting of shareholders. As previously disclosed on the Form 8-K filed on January 4, 2018, on January 2, 2018 the Board approved the fixing of the ratio for the reverse stock split at five- for-one (the “Reverse Split”). To effect the Reverse Split, the Company has filed Articles of Amendment to its Articles of Incorporation (the “Reverse Split Amendment”) with the Secretary of State of Wyoming, which became effective after the close of business on January 22, 2018 (the “Effective Date”).

As a result of the Reverse Split, every five shares of Common Stock issued and outstanding as of the Effective Date were converted into one share of Common Stock. No fractional shares were issued in connection with the Reverse Split. Shareholders who otherwise would be entitled to receive a fractional share of Common Stock are instead entitled to receive a cash payment calculated by multiplying such fractional interest by \$2.29, the average of the closing sales prices of the Common Stock on the Toronto Stock Exchange (denominated in Canadian dollars and converted into U.S. Dollars using the Bank of Canada nominal noon exchange rate on each such trading date) during regular trading hours for the five consecutive trading days immediately preceding the Effective Date (with such average closing sales prices being adjusted to give effect to the Reverse Split).

As a result of the Reverse Split, proportionate adjustments have been made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options, restricted stock units and warrants issued by us and outstanding immediately prior to the Effective Date, which resulted in a proportionate decrease in the number of shares of Common Stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of all such stock options and warrants.

In addition, the number of shares authorized for future grant under our equity incentive/compensation plans immediately prior to the Effective Date was reduced proportionately.

The Reverse Split reduced the number of shares of Common Stock outstanding from 100,891,246 shares to 20,178,225 shares.

The Common Stock will begin trading on a post-split basis on the OTCQB and the Toronto Stock Exchange on January 23, 2018. The new CUSIP number for the Common Stock following the Reverse Split is 42328V504. The Company’s publicly traded common share purchase warrants, which trade on the Toronto Stock Exchange, will continue to trade under their existing CUSIP number 42328V116.

Our transfer agent, Computershare Trust Company of Canada, is acting as exchange agent for the Reverse Split and will send instructions to shareholders of record regarding the exchange of certificates for Common Stock. Shareholders owning shares via broker or other nominee will have their positions automatically adjusted to reflect the Reverse Split, subject to the broker’s particular processes, and will not be required to take any action in connection with the Reverse Split.

The foregoing summary of the Reverse Split Amendment is qualified entirely by reference to the Reverse Split Amendment, which is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 23, 2018, the Company issued a press release to announce the completion of the Reverse Split. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 hereto, is furnished pursuant to Item 7.01 and 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The Company's submission of this Report shall not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

Exhibit Number	Exhibit Description
3.1	Articles of Amendment to the Articles of Incorporation
99.1	Press Release, dated January 23, 2018, titled "Helius Medical Technologies Completes Reverse Split of its Class A Common Stock"

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.

HELIUS MEDICAL TECHNOLOGIES, INC.

Dated: January 23, 2018

By: /s/ Joyce LaViscount
Joyce LaViscount, Chief Financial Officer

Wyoming Secretary of State
State Capitol Building, Room 110
Cheyenne, WY 82002-0020

ARTICLES OF AMENDMENT

Pursuant to the provisions of the Wyoming Business Corporation Act (the “**Act**”), the shareholders and board of directors of Helius Medical Technologies, Inc., a Wyoming corporation (the “**Corporation**”), hereby present these Articles of Amendment to its Articles of Incorporation, pursuant to Wyo. Stat. 17-16-1006, on behalf of the Corporation. The Corporation’s Articles of Incorporation were filed with the Wyoming Secretary of State on June 2, 2014 under Original Identification 2014-000665988, as amended by Articles of Amendment filed on July 3, 2014 as Amendment Identification 2014-001633835 and on April 27, 2015 as Amendment Identification 2015-001723000 (collectively, the “**Articles of Incorporation**”).

1. The name of the Corporation: Helius Medical Technologies, Inc.

2. The Articles of Incorporation are hereby amended by deleting Article 10 in its entirety and replacing it with the following:

10. AUTHORIZED SHARES: The aggregate number of shares which the Corporation has authority to issue and the par value of such shares is an unlimited number of common shares with no par value (the “**Common Stock**”). There are no other classes of shares.

These Articles of Amendment shall be effective on January 22, 2018 at 5:00 p.m. Mountain Standard Time following the time received for filing by the Wyoming Secretary of State (the “**Effective Time**”), and as of the Effective Time, each five (5) outstanding share(s) of the Corporation’s Common Stock whether issued and outstanding or held by the Corporation as treasury stock, is and shall be combined into one (1) share of a fully paid and nonassessable share of Common Stock (the “**Reverse Split**”).

The Reverse Split shall be effected for the Common Stock such that any fractional shares of Common Stock resulting from the Reverse Split and held by a single record holder shall be aggregated. No fractional shares of Common Stock shall be issued upon the combination of any such shares in the Reverse Split. If the Reverse Split would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the fair value (as determined by the Corporation’s Board of Directors in accordance with the Act) of one (1) share of Common Stock as of the Effective Time (after giving effect to the Reverse Split), rounded up to the nearest whole cent.

The Reverse Split shall occur whether or not any certificates representing such shares of Common Stock are surrendered to the Company or its transfer agent. The par value of each share of Common Stock following the Reverse Split shall be as stated above.

All of the share amounts, amounts per share and per share numbers for the Common Stock shall be adjusted to give effect to the Reverse Split.

3. The amendment to Article 10 of the Articles of Incorporation as stated in these Articles of Amendment was duly approved and adopted by a majority of the shareholders at a meeting of shareholders held on June 5, 2017 and approved and adopted by the Board of Directors of the Corporation by action taken on April 11, 2017 and January 2, 2018, in the manner required by the Act and by the Corporation's Articles of Incorporation.

DATED: _____, 2018

By: _____
Philippe Deschamps,
President and CEO

Contact person as to this filing: Joyce LaViscount,
Chief Financial Officer and Chief Operations Officer
Daytime phone number: (215) 944-6102
E-mail: JLaViscount@heliusmedical.com



Helius Medical Technologies Completes Reverse Split of its Class A Common Stock

(Newtown, PA) – January 23, 2018 – Helius Medical Technologies, Inc. (TSX: HSM) (TXS:HSM.WT) (OTCQB: HSDT) (“Helius” or the “Company”), a medical technology company focused on neurological wellness, announced today that it has completed the previously-announced 1-for-5 reverse stock split of its outstanding Class A common stock following the market close on January 22, 2018. Helius Class A common stock will begin trading on a post-split basis at market open on January 23, 2018.

The reverse stock split is being implemented in contemplation of a potential listing of the Company’s Class A common stock to a U.S. national securities exchange. The potential listing of the Class A common stock to a U.S. national securities exchange will be subject to the Company’s satisfaction of additional exchange listing standards.

Helius’ Class A common stock will continue to trade on OTCQB under the symbol “HSDT” and on the Toronto Stock Exchange under the symbol “HSM” and will trade under a new CUSIP number 42328V504. As a result of the reverse stock split, every five pre-split shares of the Company’s Class A common stock outstanding will be exchanged for one share of Class A common stock. The reverse stock split reduced the number of shares of Helius’ outstanding Class A common stock from 100,891,246 shares to 20,178,225 shares.

The reverse split also applies to Class A common stock issuable upon the exercise of Helius’ outstanding stock options and warrants, including the Company’s publicly traded common share purchase warrants, each of which is now exercisable for one-fifth of a share of our Class A common stock at an exercise price of CAD\$1.50 per warrant (or CAD\$7.50 per whole share of Class A common stock). These warrants will continue to trade on the Toronto Stock Exchange under the symbol “HSM.WT” and the existing CUSIP number 42328V116.

Helius’ transfer agent, Computershare, which is also acting as the exchange agent for the reverse stock split, will provide instructions to shareholders with certificated shares regarding the process for exchanging share certificates. Shareholders with book-entry shares or who hold their shares in “street name” through a bank, broker, or other nominee will not need to take any action. Shareholders will receive cash in lieu of fractional shares of Class A common stock resulting from the reverse stock split.

Additional information about the reverse stock split can be found in Helius’ Current Report on the Form 8-K being filed January 23, 2018 with the Securities and Exchange Commission (SEC), a copy of which will be also available at www.sec.gov or in the Investor Relations section of Helius’ website at www.heliusmedical.com.

About PoNS® Treatment

The Portable Neuromodulation Stimulator (PoNS) is an investigational, non-invasive, medical device designed to deliver neurostimulation through the tongue. Clinical research has shown that electrical stimulation of the tongue, translingual neurostimulation (TLNS), activates two major cranial nerves – the trigeminal nerve and the facial nerve. Electrical stimulation of these cranial nerves creates a flow of neural impulses that are then delivered directly into the brain stem and cerebellum. PoNS Treatment combines the use of the PoNS device with physical therapy. The Company has completed its clinical trials for balance disorder in patients with mild to moderate Traumatic Brain Injury (TBI) and plans to submit applications for marketing authorization in the US and other jurisdictions for the PoNS device in the first half of 2018. Additional trials in multiple sclerosis, stroke and cerebral palsy have shown promising results and provide support for pursuing additional indications for use.

About Helius Medical Technologies, Inc.

Helius Medical Technologies is a medical technology company focused on neurological wellness. Helius seeks to develop, license and acquire unique and non-invasive platform technologies that amplify the brain's ability to heal itself. Helius intends to file for FDA clearance of the PoNS Device. For more information, please visit www.heliusmedical.com.

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

Cautionary Disclaimer Statement:

Certain statements in this news release are not based on historical facts and constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws ("forward-looking statements").

All statements other than statements of historical fact included in this news release are forward-looking statements that involve risks and uncertainties. Such forward-looking statements include, among others, statements regarding the potential up-listing of the Company's Class A common stock to a national securities exchange, ongoing or planned clinical research, expected future development timelines, regulatory submissions and approvals or other business initiatives and objectives.

Forward-looking statements are often identified by terms such as "estimate," "intend" and similar expressions.

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 of the Company to achieve its business objectives and other risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking statements 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, including the Company's ability to satisfy quantitative and qualitative initial listing standards of a national securities exchange prior to the ability to up-list the Class A common stock. The reader is cautioned not to place undue reliance on any forward-looking statement. 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. Risks and uncertainties about the Company's business are more fully discussed in the Company's disclosure materials, including its Annual Report on Form 10-K and other filings with the United States Securities and Exchange Commission and the Canadian securities regulators and which can be obtained from either at www.sec.gov or www.sedar.com.

The forward-looking statements contained in this news release are made as of the date of this news release and the Company assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements except to the extent required by law.

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