

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): **March 8, 2022**

**Amesite Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-39553**

(Commission File Number)

**82-3431718**

(IRS Employer  
Identification No.)

**607 Shelby Street  
Suite 700 PMB 214  
Detroit, MI**

(Address of principal executive offices)

**48226**

(Zip Code)

Registrant's telephone number, including area code: **(734) 876-8130**

**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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	AMST	The Nasdaq Stock Market LLC

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.**

On March 8, 2022, Amesite Inc. (the "Company") was notified (the "Notification Letter") by The Nasdaq Stock Market, LLC ("Nasdaq") that it is not in compliance with the minimum bid price requirements set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on The Nasdaq Capital Market. Nasdaq Listing Rule 5550(a)(2) requires listed securities to maintain a minimum bid price of \$1.00 per share, and Nasdaq Listing Rule 5810(c)(3)(A) provides that a failure to meet the minimum bid price requirement exists if the deficiency continues for a period of 30 consecutive business days. Based on the closing bid price of the Company's common stock between January 24, 2022 and March 7, 2022, the Company no longer meets the minimum bid price requirement. The Notification Letter has no immediate effect on the listing or trading of the Company's common stock on The Nasdaq Capital Market and, at this time, the common stock will continue to trade on The Nasdaq Capital Market under the symbol "AMST."

The Notification Letter provides that the Company has 180 calendar days, or until September 5, 2022, to regain compliance with Nasdaq Listing Rule 5550(a)(2). To regain compliance, the bid price of the Company's common stock must have a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive business days. If the Company does not regain compliance by September 5, 2022, an additional 180 days may be granted to regain compliance, so long as the Company meets The Nasdaq Capital Market continued listing requirements (except for the bid price requirement) and notifies Nasdaq in writing of its intention to cure the deficiency during the second compliance period. If the Company does not qualify for the second compliance period or fails to regain compliance during the second 180-day period, then Nasdaq will notify the Company of its determination to delist the Company's common stock, at which point the Company will have an opportunity to appeal the delisting determination to a Hearings Panel.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price requirement under the Nasdaq Listing Rules.

**Item 8.01 Other Events.**

On March 11, 2022, the Company issued a press release announcing the launch of a program with the City University of New York (CUNY) to develop and implement a professional learning program on a CUNY branded learning portal. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated March 11, 2022</a>

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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.

**AMESITE INC.**

Date: March 14, 2022

By: /s/ Ann Marie Sastry, Ph.D.  
Ann Marie Sastry, Ph.D.  
Chief Executive Officer

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# Amesite Announces Contract for City University of New York in Professional Upskilling



DETROIT, March 11, 2022 /PRNewswire/ -- **Amesite Inc.**, (NASDAQ: AMST), an artificial intelligence software company providing advanced A.I. powered online learning ecosystems for business and higher education, announced today it is launching a program with the City University of New York (CUNY) to develop and implement professional learning on a CUNY branded learning portal.

"We are thrilled to provision CUNY with a branded platform to support their critical mission," said Dr. Ann Marie Sastry, Founder & CEO of Amesite Inc. "As the largest urban public university in the U.S., CUNY is a global gem, providing learning to over 500,000 learners every year. It is our strong intention to help them scale their professional offerings – they are exactly the kind of partner that we seek, to grow revenue and impact for the university and for Amesite."

## **About Amesite Inc.**

Amesite is an ed-tech, SaaS company with the most advanced artificial intelligence driven online learning platform in the industry, providing both content creation and a best-in-class infrastructure for the multi-billion-dollar online learning markets in business and education. For more information, visit <https://amesite.com>.

## **About The City University of New York**

The City University of New York is the nation's largest urban public university, a transformative engine of social mobility that is a critical component of the lifeblood of New York City. Founded in 1847 as the nation's first free public institution of higher education, CUNY today has seven community colleges, 11 senior colleges and seven graduate or professional institutions spread across New York City's five boroughs, serving 500,000 students of all ages and awarding 55,000 degrees each year. CUNY's mix of quality and affordability propels almost six times as many low-income students into the middle class and beyond as all the Ivy League colleges combined. More than 80 percent of the University's graduates stay in New York, contributing to all aspects of the city's economic, civic and cultural life and diversifying the city's workforce in every sector. CUNY's graduates and faculty have received many prestigious honors, including 13 Nobel Prizes and 26 MacArthur "Genius" Grants. The University's historic mission continues to this day: provide a first-rate public education to all students, regardless of means or background.

## **Forward Looking Statements**

This communication contains forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended) concerning the Company, the Company's planned online machine learning platform, the Company's business plans, any future commercialization of the Company's online learning solutions, potential customers, business objectives and other matters. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "would," "expect," "plan," "believe," "intend," "look forward," and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement. Risks facing the Company and its planned platform are set forth in the Company's filings with the SEC. Except as required by applicable law, the Company undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

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SOURCE Amesite