

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): September 22, 2023

SIGMA ADDITIVE SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

001-38015
(Commission
File Number)

27-1865814
(I.R.S. Employer
Identification No.)

3900 Paseo del Sol
Santa Fe, New Mexico 87507
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (505) 438-2576

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 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 \$0.001 per share	SASI	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change of Fiscal Year.

Effective as of 12:01 A.M. Eastern Time on September 22, 2023, Sigma Additive Solutions, Inc. (“we,” “us,” “our,” “Sigma” or the “company”) effected a 1-for-20 reverse stock split (the “Reverse Split”) of the issued and outstanding shares of our common stock and a corresponding decrease in the number of shares of common stock that we are authorized to issue. The Reverse Split combined each 20 shares of the issued and outstanding common stock into one share of common stock. No fractional shares were issued in connection with the Reverse Split, and any fractional shares resulting from the Reverse Split were rounded up to the nearest whole share. All stock options, warrants, shares issuable upon conversion of the Company’s preferred stock and stock awards of the Company outstanding immediately prior to the Reverse Split will be adjusted in accordance with their terms.

The Certificate of Change to our Amended and Restated Articles of Incorporation, as amended, filed with the Nevada Secretary of State is included as Exhibit 3.1 hereto and incorporated by reference into this Item 5.03.

Item 8.01 Other Events.

On September 21, 2023, the Company issued a press release with respect to the Reverse Split. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Change Pursuant to NRS 78.209
99.1	Press release of September 21, 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: September 22, 2023

SIGMA ADDITIVE SOLUTIONS, INC.

By: /s/ Jacob Brunsberg

Name: Jacob Brunsberg

Title: President and Chief Executive Officer



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">SIGMA ADDITIVE SOLUTIONS, INC.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">NV19851021209</div>
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 24,000,000 shares of common stock, \$0.001 par value per share.
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 1,200,000 shares of common stock, \$0.001 par value per share.
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: 1-for-20 reverse stock split. Continued on Page 2, Exhibit A.
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: No fractional shares shall be issued in connection with the forgoing reverse stock split. Continued on Page 2, Exhibit A.
6. Provisions:	The required approval of the stockholders has been obtained.
7. Effective date and time: (Optional)	Date: <div style="border: 1px solid black; padding: 2px;">09/22/2023</div> Time: <div style="border: 1px solid black; padding: 2px;">12:01 AM EDT</div> <small>(must not be later than 90 days after the certificate is filed)</small>
8. Signature: (Required)	<input checked="" type="checkbox"/> <div style="border: 1px solid black; padding: 2px; display: inline-block;"></div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 10px;">President and CEO</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 10px;">09/14/2023</div> <small>Signature of Officer Title Date</small>

This form must be accompanied by appropriate fees.
 If necessary, additional pages may be attached to this form.

Exhibit A to Certificate of Change Pursuant to NRS 78.209
of
Sigma Additive Solutions, Inc.

4. 12,227,135 currently outstanding shares of common stock, \$0.001 par value per share, will become 611,357 shares of common stock, \$0.001 par value per share, after the reverse stock split.
5. Any fractional shares that result from the reverse split of common stock, \$0.001 par value per share, shall be rounded up to the nearest whole share of common stock, \$0.001 par value per share.



Sigma Additive Solutions, Inc. Announces Reverse Stock Split to Regain Nasdaq Compliance and Facilitate Recently Announced Strategic Transactions

SANTA FE, NM – September 21, 2023 – Sigma Additive Solutions, Inc. (NASDAQ: SASI) (“Sigma” or the “Company”) will effect a 1-for-20 reverse stock split of its outstanding common stock to seek to regain compliance with the minimum \$1.00 bid price per share requirement of Nasdaq Listing Rule 5550(a)(2) by the October 8, 2023 deadline for doing so. Regaining compliance is also expected to facilitate the transactions contemplated by Sigma’s recently announced non-binding letters of intent to acquire NextTrip Holdings, Inc. and sell certain quality assurance software assets.

The Company’s common stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis when the market opens on Friday, September 22, 2023, and will continue to trade under the symbol “SASI.” The new CUSIP number for the common stock following the reverse stock split will be 826598609. The number of shares of common stock that Sigma Additive Solutions is authorized to issue will correspondingly decrease from 24,000,000 shares at present to 1,200,000 shares.

The reverse stock split uniformly affects all issued and outstanding shares of the Company’s common stock and will not alter any stockholder’s percentage ownership interest in the Company, except to the extent that the reverse stock split results in fractional shares. No fractional shares will be issued in connection with the reverse stock split. Stockholders will be issued one whole share of common stock in exchange for any fractional interest that such stockholder would have otherwise received as a result of the reverse stock split. The par value of the Company’s common stock will remain unchanged at \$0.001 per share after the reverse stock split.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 12,227,135 shares to approximately 611,357 shares, plus any shares to be issued in exchange for fractional interests. All options, warrants, shares issuable upon conversion of the Company’s preferred stock and stock awards of the Company outstanding immediately prior to the reverse stock split will be adjusted in accordance with their terms.

The Company’s transfer agent, Issuer Direct Corporation, is acting as the exchange agent for the reverse stock split. Issuer Direct Corporation will provide instructions to stockholders of record regarding the exchange of stock certificates, as applicable, but such exchange is not required. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares. Shareholders with questions may contact the Company’s transfer agent by calling 801-272-9294.

About Sigma Additive Solutions

Sigma Additive Solutions, Inc. is a leading provider of in-process quality assurance (IPQA™) solutions to the additive manufacturing industry.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (which Sections were adopted as part of the Private Securities Litigation Reform Act of 1995). Statements preceded by, followed by or that otherwise include the words “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plan,” “project,” “prospects,” “outlook,” and similar words or expressions, or future or conditional verbs such as “will,” “should,” “would,” “may,” and “could” are generally forward-looking in nature and not historical facts. These forward-looking statements involve known and unknown risks, uncertainties and other factors, including the ability of Sigma to meet minimum bid price requirement for continued listing of its common stock on the NASDAQ Capital Market and to enter into definitive agreements contemplated by the recently announced non-binding letters of intent, and there is no assurance that it will be able to do so or continue to meet other continued listing requirements or enter into such definitive agreements or complete the transactions contemplated thereby. For additional risks and uncertainties that could impact Sigma’s forward-looking statements, please see disclosures contained in Sigma’s public filings with the SEC, including the “Risk Factors” in Sigma’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, and which may be viewed at www.sec.gov.

Sigma Additive Solutions Contact

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