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**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 19, 2021**

**INTERLINK ELECTRONICS, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**001-37659**  
(Commission  
File Number)

**77-0056625**  
(IRS Employer  
Identification No.)

**1 Jenner, Suite 200**  
**Irvine, California**  
(Address of Principal Executive Offices)

**92618**  
(Zip Code)

**(805) 484-8855**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value</b>	<b>LINK</b>	<b>The NASDAQ Stock Market LLC</b>

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))

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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

The disclosures under Item 3.02 are incorporated herein by reference to the extent required.

**Item 3.02 Unregistered Sales of Equity Securities.**

As we previously disclosed in our Current Report on Form 8-K filed on October 25, 2021 with the Securities and Exchange Commission, we entered into a securities purchase agreement, dated October 21, 2021 (the "**Purchase Agreement**") with twenty one (21) purchasers identified on the schedule of buyers attached thereto, which Purchase Agreement provided for the sale by us to the purchasers on October 22, 2021 (the "**Initial Closing Date**") of an aggregate of 120,000 shares of our 8.0% Series A Convertible Preferred Stock, par value \$0.01 per share (the "**Series A Preferred Stock**"), at an offering price of \$25.00 per share, for gross proceeds of \$3.0 million.

The Purchase Agreement allows for the sale by us of up to an additional 480,000 shares of Series A Preferred Stock to additional purchasers who become a party to the Purchase Agreement at one or more subsequent closings within ninety (90) days of the Initial Closing Date. On November 19, 2021, we sold an additional 80,000 shares of Series A Preferred Stock to fourteen (14) additional purchasers who became parties to the Purchase Agreement, at an offering price of \$25.00 per share and for gross proceeds of \$2 million (the "**Second Closing**"). The purchasers in the Second Closing also became parties to the registration rights agreement, dated as of October 22, 2021, that we entered into with the initial purchasers in the offering.

We do not intend to sell any more shares of Series A Preferred Stock pursuant to the Purchase Agreement.

A press release announcing the second closing of the offering was issued by us on November 22, 2021, a copy of which is attached hereto as Exhibit 99.1.

Advisory Group Equity Services Ltd. acted as placement agent (the "**Placement Agent**") in the securities offering. The Placement Agent received an aggregate cash fee of \$120,000, or 6.0% of the \$2 million in gross proceeds raised in the offering and reimbursement of transaction expenses.

The shares of Series A Preferred Stock were offered and sold exclusively to accredited investors in transactions exempt from registration under the Securities Act of 1933, as amended (the "**Securities Act**"), as transactions not involving a public offering, pursuant to Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder. The investors in the offering represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates representing the shares issued in the transaction. The offer and sale of the shares were made without any general solicitation or advertising.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 22, 2021, we filed a Certificate of Amendment to Designation – After Issuance of Class or Series with the Secretary of State of the State of Nevada to reduce the number of authorized shares of Series A Preferred Stock from 600,000 to 200,000 (the number of shares issued pursuant to the Purchase Agreement and outstanding immediately prior to the filing of the Certificate of Amendment to Designation). Our authorized capital stock now consists of 30,000,000 shares of common stock, \$0.001 par value, and 1,000,000 shares of preferred stock, \$0.01 par value, of which 200,000 are designated as 8.0% Series A Convertible Preferred Stock. A copy of the Certificate of Amendment to Designation is attached as Exhibit 3.1 hereto and is incorporated herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Designation – After Issuance of Class or Series.</a>
<a href="#">99.1</a>	<a href="#">Press Release Issued by Interlink Electronics, Inc. dated November 22, 2021.</a>
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: November 23, 2021

**INTERLINK ELECTRONICS, INC.**

By: /s/ Ryan J. Hoffman  
Ryan J. Hoffman  
Chief Financial Officer



**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

## Certificate, Amendment or Withdrawal of Designation

**NRS 78.1955, 78.1955(6)**

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

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

<b>1. Entity information:</b>	Name of entity: <input style="width: 90%;" type="text" value="Interlink Electronics, Inc."/> Entity or Nevada Business Identification Number (NVID): <input style="width: 60%;" type="text" value="E0328962012-7"/>
<b>2. Effective date and time:</b>	For Certificate of Designation or Amendment to Designation Only (Optional): Date: <input style="width: 150px;" type="text"/> Time: <input style="width: 100px;" type="text"/> (must not be later than 90 days after the certificate is filed)
<b>3. Class or series of stock:</b> (Certificate of Designation only)	The class or series of stock being designated within this filing: <input style="width: 95%; height: 20px;" type="text"/>
<b>4. Information for amendment of class or series of stock:</b>	The original class or series of stock being amended within this filing: <input style="width: 95%; height: 20px;" type="text" value="8.00% Series A Convertible Preferred Stock"/>
<b>5. Amendment of class or series of stock:</b>	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.  <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
<b>6. Resolution:</b> Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <input style="width: 95%; height: 30px;" type="text" value='There shall be a series of Preferred Stock that shall be designated as the "8.00% Series A Convertible Preferred Stock"...(continued on the attached)'/>
<b>7. Withdrawal:</b>	Designation being Withdrawn: <input style="width: 150px;" type="text"/> Date of Designation: <input style="width: 100px;" type="text"/>  No shares of the class or series of stock being withdrawn are outstanding.  The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input style="width: 95%; height: 30px;" type="text"/>
<b>8. Signature: (Required)</b>	X <input checked="" type="checkbox"/> <small>DocuSigned by:</small>  Signature of Officer <span style="float: right;">Date: <input style="width: 100px;" type="text" value="11/22/2021"/></span>

\* Attach additional page(s) if necessary  
 This form must be accompanied by appropriate fees.

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF DESIGNATIONS, PREFERENCES,  
LIMITATIONS, RESTRICTIONS AND RELATIVE RIGHTS OF  
SERIES A CONVERTIBLE PREFERRED STOCK  
OF  
INTERLINK ELECTRONICS, INC.**

**Pursuant To Section 78.1955 of the Nevada Revised Statutes**

Interlink Electronics, Inc., a corporation organized and existing under and by virtue of the laws of the State of Nevada (the "Corporation"), does hereby certify that:

I. Pursuant to the resolutions of the Board of Directors of the Corporation adopted by unanimous written consent on November 17, 2021, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Designations, Preference, Limitations, Restrictions and Relative Rights of Series A Preferred Stock ("Certificate of Designation") of the Corporation, declaring said amendment to be advisable to the Corporation and its stockholders. The resolution setting forth the proposed amendment is as follows:

**RESOLVED FURTHER**, that Section 1 of the Certificate of Designation shall be amended in its entirety to read as follows:

"1. DESIGNATION AND NUMBER OF SHARES. There shall be a series of Preferred Stock that shall be designated as the "8.00% Series A Convertible Preferred Stock", par value \$0.01 per share (the "Series A Preferred Stock"), and the authorized number of shares of the Series A Preferred Stock shall be 200,000. Such number of shares may be increased or decreased by resolution of the Board; provided, however, that no such decrease shall reduce the number of authorized shares of the Series A Preferred Stock to a number less than the number of shares of the Series A Preferred Stock then issued and outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants, if any, to purchase shares of Series A Preferred Stock, or upon the conversion of any outstanding securities issued by the Corporation that are convertible into shares of Series A Preferred Stock. The rights, preferences, powers, restrictions and limitations of the Series A Preferred Stock shall be as set forth herein."

II. Pursuant to the terms of the Certificate of Designation and the provisions of Section 78.1955 of the Nevada Revised Statutes, said amendment did not require approval of the stockholders of the Corporation.

III. Said amendment was duly adopted in accordance with the provisions of Section 78.1955 of the Nevada Revised Statutes.

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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Steven N. Bronson, its Executive Officer, this 22<sup>nd</sup> day of November, 2021.

By: /s/ Steve N. Bronson

Name: Steven N. Bronson

Title: Chief Executive Officer

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**Interlink Electronics Announces Second and Final Closing of  
Private Placement of 8.0% Series A Convertible Preferred Stock  
Raising an Additional \$2.0 Million in Gross Proceeds**

*Brings Total Raise to \$5.0 million in Gross Proceeds*

*November 22, 2021 06:00 AM PDT*

IRVINE, Calif. – (Business Wire) – Interlink Electronics, Inc. (NASDAQ: LINK), an industry-leading trusted advisor and technology partner in the advancing world of human-machine interface (HMI) and force-sensing technologies, today announced the second and final closing of its private placement of shares of 8.0% Series A Convertible Preferred Stock (the Series A Preferred) with individual accredited investors. Interlink sold 80,000 shares of Series A Preferred at an offering price of \$25.00 per share, for gross proceeds of \$2.0 million. Interlink previously sold \$3.0 million in gross proceeds of its Series A Preferred in October 2021.

The Series A Preferred is convertible into shares of Interlink’s common stock at the holder’s option at a conversion price of \$12.50 per share, or by Interlink at a conversion price of \$12.50 per share if the closing price of the common stock equals or exceeds \$15.00 (120% of the initial Conversion Price) for at least 20 out of 30 consecutive trading days immediately preceding the business day on which Interlink issues a press release announcing the mandatory conversion of Series A Preferred. The shares will not be redeemable prior to April 22, 2022, except upon the occurrence of a change of control. Dividends on the Series A Preferred accrue daily and are payable monthly in arrears on the 15th day of the calendar month, at the rate of 8.0% per annum of its liquidation preference, which is the equivalent to \$2.00 per annum per share.

After payment of placement agent cash fees and expenses, Interlink received net proceeds from the second closing of approximately \$1.88 million. Interlink anticipates using the net proceeds from the offering for working capital and other general corporate purposes, and to fund potential acquisitions.

Interlink is required to file a resale registration statement with the Securities and Exchange Commission that covers the resale by the purchasers of the shares of common stock underlying the Series A Preferred purchased by them in the offering.

The securities offered in the offering have not been registered under the Securities Act of 1933 or applicable securities laws of any state or jurisdiction. Accordingly, the securities may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable securities laws of any state or jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

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## **About Interlink Electronics, Inc.**

Interlink Electronics is a world-leading trusted provider of HMI, sensor, and IoT solutions. In addition to standard product offerings, Interlink utilizes its expertise in materials science, manufacturing, firmware, and software to produce in-house system solutions for custom applications. For 35 years, Interlink has led the printed electronics industry in the commercialization of its patented Force Sensing Resistor<sup>®</sup> technology and has supplied some of the world's top electronics manufacturers with intuitive sensor and interface technologies like the VersaPad and the new VersaPad Plus, which boasts the largest active surface area of any resistive touchpad. It also has a proven track record of supplying technological solutions for mission-critical applications in a diverse range of markets—including medical, automotive, consumer electronics, telecommunications, and industrial control—providing standard and custom-designed sensors that give engineers the flexibility and functionality they seek in today's sophisticated electronic devices. Interlink serves an international customer base from its headquarters in Irvine, California, and world-class materials science lab and R&D center in Camarillo, California. They are supported by strategic global locations covering manufacturing, distribution, and sales support. For more information, please visit [InterlinkElectronics.com](http://InterlinkElectronics.com).

## **Forward Looking Statements**

This press release contains forward-looking statements regarding the intended use of proceeds from the offering. Forward-looking statements are made as of the date of this document and are inherently subject to risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, including, without limitation, the cash generated by and used in our business. Additional factors that could cause actual results to differ materially from those anticipated by our forward-looking statements are under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report (Form 10-K) or Quarterly Report (Form 10-Q) filed with the Securities and Exchange Commission. Forward-looking statements are made as of the date of this release, and we expressly disclaim any obligation or undertaking to update forward-looking statements.

## **Contact:**

Interlink Electronics, Inc.  
IR@iefsr.com  
Steven N. Bronson, CEO  
805-623-4184

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