

**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): **July 1, 2024**

**Nuwellis, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**001-35312**  
(Commission File Number)

**No. 68-0533453**  
(I.R.S. Employer Identification No.)

**12988 Valley View Road, Eden Prairie, MN 55344**  
(Address of Principal Executive Offices) (Zip Code)

**(952) 345-4200**  
(Registrant's Telephone Number, Including Area Code)

Title of each class	Securities registered pursuant to Section 12(b) of the Act: Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	NUWE	Nasdaq Capital Market

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))

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 1.02.****Termination of a Material Definitive Agreement.**

On July 1, 2024, Nuwellis, Inc. (the “**Company**”) delivered notice to Ladenburg Thalmann & Co. Inc. (the “**Manager**”) to terminate its At The Market Offering Agreement, dated March 3, 2023 (the “**ATM Agreement**”). Termination of the ATM Agreement is effective July 9, 2024, pursuant to Section 8(a) of the ATM Agreement.

Pursuant to the terms of the ATM Agreement, the Company could issue and sell, from time to time through or to the Manager, shares of its common stock as set forth in the ATM Agreement, subject to the limitations of Instruction I.B.6 of Form S-3. As a result of the termination of the ATM Agreement, the Company will not issue or sell any additional shares of common stock under the ATM Agreement.

The foregoing description of the ATM Agreement is not complete and is qualified in its entirety by reference to the full text of the ATM Agreement, a copy of which was filed as [Exhibit 1.1](#) to the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2023 and incorporated here by reference.

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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.

Date: July 3, 2024

**NUWELLIS, INC.**

By: /s/ NESTOR JARAMILLO, JR

Name: Nestor Jaramillo, Jr.

Title: President and Chief Executive Officer

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