

**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): September 11, 2023

**Genelux Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-41599**  
(Commission  
File Number)

**77-0583529**  
(IRS Employer  
Identification No.)

**2625 Townsgate Road, Suite 230**  
**Westlake Village, California**  
(Address of principal executive offices)

**91361**  
(Zip Code)

Registrant's telephone number, including area code: (805) 267-9889

**Not Applicable**  
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	GNLX	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 11, 2023, upon the recommendation of the Compensation Committee of the Board of Directors (the “Board”) of Genelux Corporation (the “Company”), the Board adopted and approved the Company’s 2023 Inducement Plan (the “Inducement Plan”) to reserve 1,000,000 shares of the Company’s common stock to be used exclusively for grants of awards to individuals that were not previously employees or directors of the Company (or following a *bona fide* period of non-employment), as an inducement material to the individual’s entry into employment with the Company, pursuant to Nasdaq Listing Rule 5635(c)(4). The Inducement Plan was adopted and approved without stockholder approval pursuant to Nasdaq Listing Rule 5635(c)(4), and provides for the grant of nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance-based cash and stock awards, and other stock-based awards. In addition, forms of (i) Stock Option Grant Notice, Stock Option Agreement and Notice of Exercise and (ii) Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement, for both (a) executive officers and (b) employees at or below the vice president level, were adopted and approved for use with the Inducement Plan. The terms and conditions of the Inducement Plan are substantially similar to the Company’s stockholder-approved 2022 Equity Incentive Plan.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On September 11, 2023, the Company held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). As of July 13, 2023, the record date for the Annual Meeting (the “Record Date”), 25,983,904 shares of the Company’s common stock were outstanding and entitled to vote at the Annual Meeting. A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below.

A total of 17,274,186 shares of the Company’s common stock were present at the Annual Meeting in person, by virtual attendance or by proxy, which represents approximately 66.48% of the shares of the Company’s common stock outstanding as of the Record Date.

**Proposal 1. Election of Directors.**

The Company’s stockholders elected the person listed below as the Class I Director, to serve until the Company’s 2026 Annual Meeting of Stockholders or until his successor is duly elected and qualified or until his earlier death, resignation or removal. The final voting results are as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
John Smither	15,084,240	441,669	1,748,277

**Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm.**

The Company’s stockholders ratified the selection of Weinberg & Company, P.A. by the Audit Committee of the Board of Directors as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. The final voting results are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
16,829,075	689	444,422	--

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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.

**Genelux Corporation**

Date: September 14, 2023

By: /s/ Thomas Zindrick, J.D.

Thomas Zindrick, J.D.

President and Chief Executive Officer

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