

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): July 9, 2021 (July 8, 2021)

**DARIOHEALTH CORP.**

(Exact name of registrant as specified in its charter)

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

**001-37704**  
(Commission  
File Number)

**45-2973162**  
(IRS Employer  
Identification No.)

**142 W. 57th St., 8th Floor**  
**New York, New York 10019**  
(Address of Principal Executive Offices)

**(646) 665-4667**  
(Issuer's telephone number)

(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 to 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 exchange on which registered
Common Stock, par value \$0.0001 per share	DRIO	The Nasdaq Capital Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 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 in Fiscal Year.**

**Item 8.01 Other Events.**

In January 2021, a purported stockholder commenced a putative class action, or the Action, on behalf of himself and other stockholders similarly situated, against DarioHealth Corp., or the Company, and its directors for declaratory relief, alleging that a provision in the Company's bylaws allowing directors to remove directors violates Delaware Corporate Law. Specifically, Article 3, Section 3.3 of the Company's bylaws contains a provision that permits the Board of Directors to remove a director with or without cause.

On July 8, 2021, the Delaware Chancery Court issued an order, with the consent of the Company and the plaintiff in the Action, invalidating the offending provision, striking it from the Company's bylaws and deeming it null and void and of no legal effect. As a result of the foregoing, the Company believes that the Action will be resolved in its entirety.

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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.

Dated: July 9, 2021

DARIOHEALTH CORP.

By: /s/ Zvi Ben David

Name: Zvi Ben David

Title: Chief Financial Officer, Treasurer and Secretary

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