

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **March 13, 2023**

PAVMED INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37685
(Commission
File Number)

47-1214177
(IRS Employer
Identification No.)

360 Madison Avenue, 25th Floor
(Address of Principal Executive Offices)

10017
(Zip Code)

Registrant's telephone number, including area code: **(212) 949-4319**

N/A

(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	PAVM	The Nasdaq Stock Market LLC
Series Z Warrants to Purchase Common Stock	PAVMZ	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 1.01. Entry into a Material Definitive Agreement.

On March 13, 2023, Lucid Diagnostics Inc. (the "Lucid Diagnostics"), a majority owned subsidiary of PAVmed Inc. (the "Company"), entered into a securities purchase agreement (the "SPA") with an accredited investor, for the sale of up to \$11,111,110 in initial principal amount of Senior Secured Convertible Notes (the "Notes"), in a private placement (the "Note Offering"). The Notes, the SPA and the Note Offering, including certain other ancillary agreements related thereto, are described in more detail in the Current Report on Form 8-K filed by Lucid Diagnostics on March 14, 2023 (the "Note Offering 8-K"), and such description is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included in Item 1.01 of the Note Offering 8-K is incorporated by reference into this Item 2.03 of this Current Report to the extent required.

Item 3.03. Material Modification to Rights of Security Holders.

The information included in Item 1.01 of the Note Offering 8-K is incorporated by reference into this Item 3.03 of this Current Report to the extent required.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
4.1*	Form of Senior Secured Convertible Promissory Note (1)
10.1*	Form of Securities Purchase Agreement (1)
10.2*	Form of Security Agreement (1)
10.3*	Form of Guaranty (1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Schedule and exhibits to this exhibit omitted pursuant to Regulation S-K Item 601(b)(2). The Company agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

(1) Incorporated by reference to Exhibits 4.1, 10.1, 10.2 and 10.3 of the Note Offering 8-K filed by Lucid Diagnostics on March 14, 2023.

SIGNATURE

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: March 14, 2023

PAVMED INC.

By: /s/ Dennis McGrath

Dennis McGrath
President and Chief Financial Officer
