

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) August 13, 2026

KORU Medical Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-12305
(Commission
File Number)

13-3044880
(IRS Employer
Identification No.)

100 Corporate Drive, Mahwah, New Jersey
(Address of principal executive offices)

07430
(Zip Code)

Registrant's telephone number, including area code **(845) 469-2042**

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 (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:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
common stock, \$0.01 par value	KRMD	The Nasdaq Stock Market

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 (§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 5.03 AMENDMENT TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

Effective August 13, 2026, the Board of Directors (the "Board") of KORU Medical Systems, Inc. (the "Company") unanimously adopted a resolution to amend Section 3.05 of the Company's Amended and Restated By-laws ("By-laws") to state that, in compliance with the Delaware General Corporation Law, the authority to remove a director from the Board is vested exclusively in the affirmative vote of shareholders holding a majority of the Company's outstanding shares. The Board has not previously voted to remove, and has not had any intention or agreement to vote to remove, any director from the Board.

A copy of the amendment to the By-laws is attached as Exhibit 3.1 hereto and incorporated by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to Amended and Restated By-laws of KORU Medical Systems, Inc.
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.

KORU Medical Systems, Inc.
(Registrant)

Date: August 14, 2026

By: /s/ Adam Kalbermatten
Adam Kalbermatten
Chief Executive Officer

EXHIBIT 3.1

**AMENDMENT NO. 1
TO
AMENDED AND RESTATED BY-LAWS
OF
KORU MEDICAL SYSTEMS, INC.**

This Amendment No. 1 (this “Amendment”) to the Amended and Restated By-laws of KORU Medical Systems, Inc. effective February 5, 2026 (the “By-laws”) is made as of August 13, 2026 in accordance with Section 8.02 of the By-laws. Capitalized terms used herein and not otherwise herein defined are used as defined in the By-laws.

1. Section 3.05 of the By-laws is hereby amended to read in its entirety as follows:

3.05 Removal. Unless the Certificate of Incorporation provides for cumulative voting or the election of one or more directors by class or their election by holders of bonds, or requires all action by shareholders to be by a greater vote, any one or more of the directors may be removed, with or without cause, at any time, by vote of the shareholders holding a majority of the outstanding shares entitled to vote at any special meeting of the shareholders. A vacancy or vacancies occurring from such removal may be filled at the special meeting of shareholders or at a regular or special meeting of the Board of Directors.
