

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 18, 2024**

VERSUS SYSTEMS INC.

(Exact name of registrant as specified in its charter)

British Columbia

(State or other jurisdiction
of incorporation)

001-39885

(Commission File Number)

46-4542599

(IRS Employer
Identification No.)

**2900 – 500 Burrard Street
Vancouver BC V6C 0A3 Canada**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(604) 639-4457**

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	VS	The Nasdaq Capital Market
Unit A Warrants	VSSYW	The Nasdaq Capital Market

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 July 18, 2024, the board of directors of Versus Systems Inc. (the “Company”), appointed Geoff Deller as Chief Financial Officer, effective immediately, and approved an offer from the Company to Mr. Deller (the “Deller Offer Letter”). The Deller Offer Letter provides that Mr. Deller’s service to the Company is “at will” and that, for an initial period of time, Mr. Deller will act as a consultant to the Company. Pursuant to the Deller Offer Letter, Mr. Deller’s base salary is \$8,000 per month, subject to adjustment. Mr. Deller has been designated as the Company’s principal financial officer and principal accounting officer for purposes of the Company’s filings with the U.S. Securities and Exchange Commission.

Prior to joining the Company, Mr. Deller was the President and Chief Investment Officer of Orinoco Capital LLC, a private investment company, in Boca Raton, Florida and prior to that, he was a member of the advisory board and interim Chief Operating Officer of Stardom Chance Productions & Companies, an entertainment and content production company in Hialeah, Florida. Prior to that, he was the Chief Financial Officer and Co-COO, of a consumer products company in the oral healthcare industry in Ft. Lauderdale, Florida.

Mr. Deller is 43 years old and has no familial relationships with any executive officer or director of the Company. There have been no other transactions in which the Company has participated and in which Mr. Deller had or will have, a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

The foregoing summary of the material terms of the Deller Offer Letter is subject to the full and complete terms thereof, a copy of which is attached as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Offer Letter between Versus Systems Inc. and Geoff Deller
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.

Date: July 24, 2024

VERSUS SYSTEMS INC.

By: /s/ Curtis Wolfe
Name: Curtis Wolfe
Title: Chief Executive Officer



Curtis Wolfe
Chief Executive Officer

July 16, 2024

Geoff Deller

Subject: Offer of Employment

Dear Geoff:

On behalf of the Board of Directors of Versus Systems, Inc. (the "Company"), I would like to officially offer you the position of Chief Financial Officer of the Company pursuant to the terms outlined in this Offer Letter.

This is "at will" employment with a 60 to 90-day initial period where you will be a 1099 consultant. You will report to the Chief Executive Officer of the Company. Your monthly salary will initially be \$8,000, payable in arrears at the end of each two-week period or portion thereof. At the end of the trial period, your compensation will be evaluated based on the workload and is subject to adjustment accordingly.

As CFO, you are charged with tracking cash flow, analyzing strengths/weaknesses in the Company's finances and overseeing all aspects of the Company's financial success. You will also be overseeing the Company's audit and SEC reporting.

The Company will reimburse you for all expenses, travel or otherwise, that you incur on behalf of the Company. Your travel, if necessary, will be in accordance with the Company's policies as applied to other executive officers of the Company.

If you agree to the terms of employment provided herein, please countersign and return on or before July 17, 2024. This Offer Letter will become effective when the Board of Directors passes a resolution approving it.

VERSUS SYSTEMS, INC.

/s/ Curtis Wolfe

Curtis Wolfe, Chief Executive Officer

ACCEPTED AND AGREED:

/s/ Geoff Deller

Geoff Deller