

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): **October 23, 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.

Chief Executive Officer Transition

As previously disclosed, on June 25, 2024, Versus Systems Inc. (the “Company”) appointed Curtis Wolfe to serve as the Company’s Interim Chief Executive Officer. In accordance with the terms of Mr. Wolfe’s offer of employment letter, on October 23, 2024, Mr. Wolfe transitioned out of such position because the Company appointed Luis Claudio Goldner, a member of the Company’s Board of Directors, as Chief Executive Officer of the Company on such date.

Mr. Goldner, 55, joined the Company as a director effective January 2024. Mr. Goldner is a senior corporate executive, having managed and operated fortune 500 companies in LATAM and North America. Mr. Goldner served as Chief Operating Officer of Icaro Media Group Inc. from 2019 to 2024, and was responsible for global partnerships, consumer trends and operational best practices. From 2018 to 2019, Mr. Goldner was the VP of Business at Skyy Digital Media Group. Previously, Mr. Goldner served as Chief Executive Officer of Intralot do Brazil and Chief Executive Officer for Trust Impressores, a subsidiary of Oberthur Group and has also served as head of business development and Managing director of Estrategia Investimentos SA / Citibank in asset management. Mr. Goldner holds a degree in Economics from Universidade Gama Filho RJ-Brazil.

There are no arrangements or understandings between Mr. Goldner and any other person pursuant to which Mr. Goldner was appointed Chief Executive Officer of the Company, and Mr. Goldner has no family relationships required to be disclosed pursuant to Item 401(d) of Regulation S-K.

Mr. Goldner has not entered into and no grant or award has been made to Mr. Goldner under any material plan, contract or arrangement of the Company in connection with his appointment. Determinations regarding such entry, grants or awards and other compensation have not yet been made.

Since the beginning of the Company’s last two completed fiscal years, the Company has not engaged in any transaction, nor is there any currently proposed transaction, in which Mr. Goldner had or will have a direct or indirect material interest in which the amount involved exceeded or would exceed the lesser of \$120,000 and one percent (1%) of the average of the Company’s total assets at year-end for the last two completed fiscal years.

Item 7.01. Regulation FD Disclosure.

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is a copy of the press release issued October 25, 2024 announcing the above-mentioned Chief Executive Officer transition.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release dated October 25, 2024. |
| 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: October 29, 2024

VERSUS SYSTEMS INC.

By: /s/ Luis Goldner
Name: Luis Goldner
Title: Chief Executive Officer

VERSUS SYSTEMS INC. NAMES LUIS GOLDNER AS CHIEF EXECUTIVE OFFICER**FOR IMMEDIATE RELEASE**

Vancouver, British Columbia, Oct. 25, 2024 - Versus Systems Inc. (NASDAQ: VS) (the “Company”) announces the appointment of Luis Goldner as Chief Executive Officer, effective immediately. Mr. Goldner succeeds Curtis Wolfe, who served as interim CEO and provided invaluable guidance during the transitional period. Mr. Goldner is a member of the Board of Directors of Versus Systems. Mr. Goldner also serves as a member of the Board of Directors of ASPIS Cyber Technologies, Inc., an affiliate of the largest shareholder of Versus Systems.

Mr. Goldner brings extensive experience to Versus Systems, having previously served as Chief Executive Officer of Intralot do Brazil, a publicly-listed global leader in the gaming sector, and Chief Executive Officer of Trust Impressores, a subsidiary of Oberthur Group, a leader in high-security printing, specializing in the production of banknotes, security paper, credit cards, secured documents and their associated services.

Mr. Goldner also served as Chief Operating Officer and as a Member of the Board of Directors of ICARO Media Group, Inc., a provider of AI-powered media technology for telecommunications and media broadcast companies.

With over 16 years in executive management experience in the private and public sectors, Mr. Goldner was instrumental in establishing Smart Card technology in Brazil and growing Intralot do Brazil into one of the country’s leading lottery operators.

“I am excited to take on this role at Versus Systems,” said Mr. Goldner. “I look forward to collaborating with our talented team to drive innovation and create value for our stakeholders.”

About Versus Systems

Versus Systems, Inc. has developed a proprietary in-game prizing and promotions engine that allows game developers and publishers to offer real-world rewards inside their games. Players can choose from a variety of rewards that match their interests, including merchandise, events, and digital goods. Versus Systems is headquartered in Los Angeles, California.

For more information, please visit www.versussystems.com.

For media inquiries, please contact:

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press@versussystems.com

Forward-Looking Statements

This news release contains “forward-looking statements”. Statements in this news release which are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, outlook, expectations or intentions regarding the future. Forward-looking statements generally can be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” “will be,” “will continue,” “will likely result,” and similar expressions. You should not place undue reliance on forward-looking statements and it is important to note that actual outcomes and the Company’s actual results could differ materially from those in such forward-looking statements. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Readers should refer to the risk disclosures outlined in the Company’s quarterly reports on Form 10-Q, the Company’s annual reports on Form 10-K, and the Company’s other disclosure documents filed from time-to-time with the Securities and Exchange Commission at www.sec.gov and the Company’s interim and annual filings and other disclosure documents filed in Canada from time-to-time under the Company’s profile on SEDAR+ at <https://www.sedarplus.ca>.