

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): **June 20, 2025**

**VERSUS SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

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

**001-39885**  
(Commission File Number)

**46-4542599**  
(IRS Employer  
Identification No.)

**3500 South DuPont Hwy.  
Dover, DE 19901**

(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 5.07 Submission of Matters to a Vote of Security Holders.**

Versus Systems, Inc. (the "Company") held its annual meeting of shareholders on June 20, 2025. The Company had 4,901,677 shares of common stock eligible to vote at the meeting, of which 3,329,986 were present in person or by proxy. This equaled 67.94% of the shares eligible to vote. The Company presented one proposal at the meeting, which was approved with the following votes.

**Proposal 1 - To elect four directors and ratify their service during 2024:**

	For	Withhold	Abstain	Broker Non-Vote
Juan Carlos Barrera	3,244,361	5,881	659	79,085
David Catzel	3,239,437	10,805	659	79,085
Aric Spitulnik	3,244,369	5,944	588	79,085
Luis Goldner	3,244,352	5,952	597	79,085

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
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.

VERSUS SYSTEMS INC.

Date: June 20, 2025

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

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