

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): November 6, 2020

MYOS RENS TECHNOLOGY INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

000-53298

(Commission File Number)

90-0772394

(I.R.S. Employer
Identification Number)

**45 Horsehill Road,
Suite 106 Cedar Knolls, New Jersey**

(Address of principal executive offices)

07927

(Zip code)

Registrant's telephone number, including area code: (973) 509-0444

No change

(Former name, former address and former fiscal year, 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	MYOS	The Nasdaq Stock Market LLC
Series A Preferred Stock Purchase Rights, \$0.001 par value		

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 8.01 Other Events

Recent Operating Results (Preliminary) – MedAvail Inc.

MYOS RENS Technology Inc. (“MYOS”) is providing the following brief summary of certain preliminary financial results for the quarter ended September 30, 2020 for MedAvail, Inc. (“MedAvail”), the accounting acquirer under the Agreement and Plan of Merger and Reorganization dated as of June 30, 2020, by and among MYOS, MedAvail, Matrix Merger Sub, Inc., a wholly owned subsidiary of MYOS, or the Merger Agreement.

MedAvail’s consolidated financial statements as of and for the three months ended September 30, 2020 are not yet available. Accordingly, the preliminary financial information presented below reflects MedAvail’s preliminary estimates and expectations. As a result, these preliminary estimates may differ from the actual results that will be reflected in its consolidated financial statements for the three months ended when they are finalized by management. These preliminary estimates may change and those changes may be material. These preliminary estimates are not meant to be a comprehensive statement of our consolidated financial results for this period. Accordingly, you should not place undue reliance on these preliminary estimates.

For the three months ended September 30, 2020, MedAvail’s preliminary estimated revenue is expected to be between approximately \$6.7 and \$6.9 million, as compared to \$0.9 million for the three months ended September 30, 2019. The three months ended September 30, 2020 includes \$4.7 million of previously deferred revenue now recognized as a result of terminating a commercial agreement that was signed in 2016, whereby MedAvail has no further performance obligations. In the three months ended September 30, 2020, our net loss is expected to be between approximately \$2.5 million and \$2.7 million, as compared to \$5.9 million for the three months ended September 30, 2019. During the three months ended September 30, 2020, MedAvail deployed an additional 11 MedCenters, bringing total SpotRx MedCenter deployments to 43. As of September 30, 2020, MedAvail’s preliminary estimated cash and cash equivalents balance is \$2.1 million.

These preliminary estimates have been prepared by, and are the responsibility of, MedAvail’s management and are based on a number of assumptions. PricewaterhouseCoopers LLP has not audited, reviewed, compiled or performed any procedures with respect to these preliminary estimates. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect to these preliminary amounts or on the comparative period for the three months ended September 30, 2019.

Additional Information and Where to Find It

MYOS has filed with the Securities and Exchange Commission (“SEC”), and the parties plan to furnish to the security holders of MYOS and MedAvail, a Registration Statement on Form S-4 (“**Form S-4**”), which also will constitute a proxy statement/prospectus/information statement of MYOS and will be included in an information statement of MedAvail, in connection with the proposed Merger. The Proxy Statement/Prospectus/Information Statement described above will contain important information about MYOS, MedAvail, the proposed Merger and related matters. Investors are urged to read the Proxy Statement/Prospectus/Information Statement carefully when it becomes available. Investors will be able to obtain free copies of these documents, and other documents filed with the SEC by MYOS, through the website maintained by the SEC at www.sec.gov. In addition, investors will be able to obtain free copies of these documents from MYOS by going to MYOS’s Investor Relations web page at <https://ir.myosrens.com/> and clicking on the link titled “SEC Filings” or by contacting MYOS’s Investor Relations group at 973-509-0444 or jgoodford@myosrenscorp.com.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote of approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation

The respective directors and executive officers of MYOS and MedAvail may be deemed to be participants in the solicitation of proxies from the shareholders of MYOS and written consent of the stockholders of MedAvail in connection with the proposed Merger. Information regarding the interests of these directors and executive officers in the proposed Merger will be included in the Proxy Statement/Prospectus/Information Statement described above. Additional information regarding MYOS's directors and executive officers is included in MYOS's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on March 24, 2020, and in MYOS's proxy statement for its 2019 Annual Meeting of Stockholders, which was filed with the SEC on December 5, 2019. These documents are available from MYOS free of charge as described above.

Forward Looking Statements

This communication contains forward-looking statements which include, but are not limited to, statements regarding expected timing, completion and effects of the proposed Merger. These forward-looking statements are subject to the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. MYOS's expectations and beliefs regarding these matters may not materialize. Actual outcomes and results may differ materially from those contemplated by these forward-looking statements as a result of uncertainties, risks and changes in circumstances, including but not limited to risks and uncertainties related to: the ability of the parties to consummate the proposed Merger, satisfaction of closing conditions precedent to the consummation of the proposed Merger, potential delays in consummating the Merger and the ability of MYOS to timely and successfully achieve the anticipated benefits of the Merger. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included under the caption "Risk Factors" in the Form S-4 and elsewhere in MYOS's most recent filings with the SEC, including MYOS's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 and any prior or subsequent reports on Form 10-K, Form 10-Q or Form 8-K filed with the SEC from time to time and available at www.sec.gov. These documents can be accessed on MYOS's Investor Relations page at <https://ir.myosrens.com/> by clicking on the link titled "SEC Filings." The risks and uncertainties may be amplified by the COVID-19 pandemic, which has caused significant economic uncertainty. The extent to which the COVID-19 pandemic impacts MYOS's and MedAvail's businesses, operations, and financial results, including the duration and magnitude of such effects, will depend on numerous factors, which are unpredictable, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume.

The forward-looking statements included in this communication are made only as of the date hereof. MYOS and MedAvail assume no obligation and does not intend to update these forward-looking statements, except as required by law.

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.

MYOS RENS TECHNOLOGY INC.

Date: November 6, 2020

By: /s/ Joseph Mannello

Name: Joseph Mannello

Title: Chief Executive Officer