

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 16, 2024

Bluejay Diagnostics, Inc.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

001-41031

(Commission File No.)

47-3552922

(I.R.S. Employer
Identification No.)

360 Massachusetts Avenue, Suite 203
Acton, MA 01720

(Address of principal executive offices and zip code)

(844) 327-7078

(Registrant's telephone number, including area code)

(Former name or former address, if changed from 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 \$0.0001 per share	BJDX	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 16, 2024, the Board of Directors (the “Board”) of Bluejay Diagnostics, Inc. (the “Company”) approved Amendment No. 1 to the Amended and Restated Bylaws of the Company for the purpose of reducing the threshold required to establish a quorum for its meetings of stockholders from a majority of shares entitled to vote at such meetings to one-third of the shares entitled to vote at such meetings. The amendment became effective upon adoption by the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number	Description
3.1	Amendment No. 1 to Amended and Restated Bylaws of Bluejay Diagnostics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bluejay Diagnostics Inc.

By: /s/ Neil Dey

Name: Neil Dey

Title: President and Chief Executive Officer

Dated: October 16, 2024

Amendment No. 1
to
Amended and Restated Bylaws of
BlueJay Diagnostics, Inc.
(a Delaware corporation)

Pursuant to Article X of the Amended and Restated Bylaws (the “Bylaws”) of the Company, the Bylaws were amended by unanimous approval of the members of the Board of Directors of the Company as follows:

1. Section 2.7 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“2.7 Quorum. Unless otherwise provided by law, the Certificate of Incorporation or these bylaws, the holders having at least one-third of the voting power of the stock issued and outstanding and entitled to vote, present in person, or by remote communication, if applicable, or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the stockholders. A quorum, once established at a meeting, shall not be broken by the withdrawal of enough votes to leave less than a quorum. If, however, a quorum is not present or represented at any meeting of the stockholders, then either (i) the person presiding over the meeting or (ii) a majority in voting power of the stockholders entitled to vote at the meeting, present in person, or by remote communication, if applicable, or represented by proxy, shall have power to recess the meeting or adjourn the meeting from time to time in the manner provided in Section 2.8 of these bylaws until a quorum is present or represented. At any recessed or adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.”

2. Except as set forth above, the Bylaws shall remain in full force and effect.

[Remainder of Page Intentionally Left Blank]

I hereby certify that the amendments to the Bylaws of the Company set forth herein were duly adopted by the Board of Directors of the Company on October 16, 2024.

By: /s/ Neil Dey
Name: Neil Dey
Title: President and Chief Executive Officer
