

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2017**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-55655**

NEXEON MEDSYSTEMS INC
(Exact name of registrant as specified in its charter)

Nevada

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

81-0756622

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

**1910 Pacific Avenue, Suite 20000,
Dallas, Texas 75201**
(Address of principal executive offices)

844-919-9990
(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act: **None.**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, \$0.001 par value**

Name of each exchange on which registered: **OTC QB Marketplace**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the registrant has (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or, an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if smaller reporting company)

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates computed by reference to the price at which the common stock was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$12,432,280.

As of April 5, 2018, the registrant had 27,615,185 shares of its \$0.001 par value common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None.

EXPLANATORY NOTE

Nexeon Medsystems Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Form 10-K/A”) to its Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on April 5, 2018 (the “Form 10-K”), solely to correct the disclosure under the section “Compliance with Section 16(a) of the Exchange Act” filed as part of Item 10 of Part III to the Form 10-K. In connection with the filing of this Form 10-K/A and pursuant to the rules of the Securities and Exchange Commission, we are including with this Form 10-K/A certain new certifications by our principal executive officer and principal financial officer. Accordingly, Part III, Item 10 of the Form 10-K is being amended to include the updated “Compliance with Section 16(a) of the Exchange Act” disclosure and Item 15 of the Form 10-K is being amended to reflect the filing of the new certifications.

Other than with respect to the foregoing, this Form 10-K/A does not modify or update in any way the disclosures made in the Form 10-K, including the disclosures contained in Part I, Part II and Part III (except as described herein) of the Form 10-K. This Form 10-K/A speaks as of the original filing date of the Form 10-K and does not reflect events that may have occurred subsequent to such original filing date.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Identification of Directors and Executive Officers

The following table sets forth the name, age, position and office term of each executive officer and director of the Company as of April 5, 2018:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
William Rosellini	38	Chairman and Chief Executive Officer
Brian Blischak	52	President and Chief Commercial Officer
Christopher R. Miller	49	Chief Financial Officer
Daniel Powell	42	Vice President Sales and Marketing
Kent J. George (1)(2)(3)	57	Director
Michael Neitzel (1)(2)(3)	38	Director

(1) Member of Audit Committee

(2) Member of Compensation Committee

(3) Member of Nominating Committee

William Rosellini, JD, MBA

William Rosellini has served as Chief Executive Officer and as a Director of the Company since inception. Since 2005, Mr. Rosellini has served as Chairman of RS, which develops medical rehabilitation devices to support patients post-procedure. We believe that Mr. Rosellini is qualified to serve on our Board of Directors due to his role in founding the Company and in the development of its business strategy, as well as his experience developing medical devices. Rosellini, a former minor-league pitcher, holds five master's degrees in addition to a law degree. He previously founded and led Lexington Technology Group, LLC, a database company commercializing a database solution that was sold to Document Security Systems, Inc. (NYSE: DSS), Sarif Biomedical LLC, a stereotactic microsurgery company which was sold to Marathon Patent Group, Inc. (NASDAQ: MARA). Mr. Rosellini became a board member of Marathon Patent Group, Inc. in 2013 and resigned in 2016. He started Emeritus Medical, Inc, a clinical engineering services company in 2013 and sold it in 2016. Rosellini also founded Microtransponder in 2006 and in 2012, Mr. Rosellini left his position as CEO at Microtransponder. For a discussion of the conflicts of interest involved in Mr. Rosellini's and other members of management's other business endeavors see "*Conflicts of Interest*" below. Mr. Rosellini holds an MBA from the University of Texas System; MS in Accounting from The University of Texas System; an MS in Computational Biology from Rutgers, The State University of New Jersey; an MS in Neuroscience from The University of Texas; an MS of Regulatory Science from the University of Southern California; and a BA in Economics from the University of Dallas.

Brian Blischak, MS, MBA

Brian Blischak has served as the Company's President and Chief Commercial Officer since December 1, 2016. Mr. Blischak has over 20 years of experience in the medical device field and 16 years of experience in neuromodulation serving in senior commercial operations and executive roles for ImThera Medical and St. Jude Medical. Prior to his appointment as President and Chief Commercial Officer, Mr. Blischak served for four years as Senior Vice President of Sales and Marketing at ImThera Medical, Inc., a developer of an implantable neurostimulation system for sleep apnea. Prior to that, Mr. Blischak spent twelve years in the St. Jude Medical Neuromodulation Division, where he led the commercialization and launch of two major deep brain stimulation product families consisting of over 20 products in more than 15 countries, including the patient recruitment efforts for two pivotal Investigational Device Exemption ("IDE") studies for Parkinson's Disease and Essential Tremor and two IDE feasibility studies for major depressive disorder. Mr. Blischak holds a MS in Engineering and an MBA from The University of Texas at Austin and a BS in Engineering Physics from the University of Saskatchewan.

Christopher R. Miller

Mr. Miller served as Interim Chief Financial Officer of the Company commencing January 1, 2016 and was appointed as the Chief Financial Officer on December 1, 2016. Since 2002, Mr. Miller has been providing financial and business development consulting and interim CFO services, with a focus on early-stage companies. From 2006 to 2008, Mr. Miller provided public company valuation, financial modeling and due diligence services to Doherty & Company, LLC, a Los Angeles based broker-dealer specializing in venture capital, private equity funding, mergers and acquisitions advisory and valuations for early-stage companies. From June 2009 to June 2010, Mr. Miller served as a member of the Board of Directors of WindGen Energy, Inc. (WGEI.PK). Other than the foregoing, Mr. Miller does not currently, and has not for the last five years, served as a member of the Board of Directors for any public companies. Mr. Miller holds a BS in Finance from Arizona State University. Mr. Miller holds a B.S. degree in Finance from Arizona State University.

Daniel Powell

Mr. Powell has served as Vice President Sales and Marketing since June 26, 2017. Mr. Powell has over 20 years of experience working with advanced technology products, including 12 years in neuromodulation in various leadership roles for LivaNova (formerly Cyberonics, Inc.) and Abbott (formerly St. Jude Medical, Inc.). Prior to medical devices, Mr. Powell held professional consulting roles at EDS and KPMG LLP. Mr. Powell has deep expertise in medical device development and market development for neurological disorders including Parkinson's Disease, Essential Tremor, Dystonia, Major Depressive Disorder, OCD and Epilepsy. From 2014 to 2016, Mr. Powell led global marketing for LivaNova's flagship \$315M VNS Epilepsy Therapy business. During Mr. Powell's 2005 to 2014 tenure at St. Jude, he held key roles in the launch of DBS products in Europe, Australia, Latin America, and the Middle East, and led upstream marketing for all neurological implantable electronics. Mr. Powell earned a BA in Accounting from Texas A&M University.

Kent J. George, JD

Mr. George has served as a Director of the Company since January 1, 2017. Mr. George has been associated with Robinson & McElwee PLLC, a mid-Atlantic corporate law firm, since 1987. Mr. George served as the Managing Member from 1999 through 2014 and has served as the Chief Executive Officer since 2014. With over three decades of experience in commercial transactions representing public and private companies, Mr. George has been recognized for his work in real estate by Chambers USA since 2014 and is AV peer-rated by Martindale-Hubbell. Mr. George's practice focuses upon business transactions, including mergers and acquisitions, business litigation, arbitration and dispute resolutions and real estate transactions (retail, industrial, resort, lodging, and other commercial development projects). Mr. George holds a B.A. from Swarthmore College, a J.D. from the University of Chicago and a B.A. and M.A. (Law) from Oxford University.

Michael Neitzel, MBA

Mr. Neitzel has served as a Director of the Company since January 1, 2017. Mr. Neitzel has been with Cambridge Homes ("Cambridge") since April 1, 2017 and currently serves as Director of Acquisition, where he leverages his 15 years of experience in real estate acquisition and development to support the company's growth initiatives. Cambridge is a privately held homebuilder headquartered in Plano, Texas. Prior to Cambridge, Mr. Neitzel served as a Managing Partner for DartPoints Holdings, LLC ("DartPoints") from January 2014 to March 2017, a data center construction and management firm. Mr. Neitzel currently sits on the Board of Managers for DartPoints. Prior to DartPoints, Mr. Neitzel was with Gehan Homes from 2009 until 2014, a privately held homebuilder headquartered in Dallas, Texas, and has held management positions for both public and private, large-scale building companies where his responsibilities included deal flow sourcing, acquisition, and development and delivery of subdivisions throughout Texas. Mr. Neitzel holds a B.A. in business administration from the University of Kansas and an MBA in finance from Southern Methodist University.

Legal Proceedings

During the past ten years, none of our directors, executive officers, promoters, control persons, or nominees has been:

- the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- convicted in a criminal proceeding or is subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction or any Federal or State authority, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law.
- the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of (a) any Federal or State securities or commodities law or regulation; (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our principal executive, financial and accounting officers (or persons performing similar functions), a copy of which is filed as Exhibit 14.1 to the Company's Form 10 Registration Statement filed with the SEC on July 6, 2016.

Board Composition and Election of Directors

Our Board of Directors is currently comprised of three members. Pursuant to our Articles of Incorporation and Bylaws, Directors shall hold office until the next annual meeting of the stockholders and until his or her successor shall be elected and qualified. Directors may be removed, with or without cause and from time to time, as provided by Chapter 78 of the Nevada Revised Statutes then in effect. Our Nominating Committee reviews director candidates and proposes director nominees.

Indemnification of Directors and Officers

Our Officers and Directors are indemnified as provided by the Nevada Revised Statutes ("NRS") and our Bylaws. Under the NRS, unless modified by a corporation's Articles of Incorporation, a Director is not liable to a corporation, its stockholders, or creditors for damages unless the Director's action or failure constituted a breach of fiduciary duty and such breach involved intentional misconduct, fraud, or a knowing violation of law. Our bylaws provide that we will indemnify our Directors and Officers to the fullest extent permissible under Nevada law if such person acted in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action, had no reasonable cause to believe such conduct was unlawful. The Company has entered into Indemnification Agreements with each of its Directors, a copy of which is filed as Exhibit 10.07 of the Company's Form 10 Registration Statement filed with the SEC on July 6, 2016.

The Company may purchase and maintain Directors and Officers liability insurance or make other financial arrangements on behalf of any individual entitled to indemnity. Our Bylaws also provide that we will advance all expenses incurred to any person entitled to indemnity upon receipt of an undertaking by, or on behalf of, such person to repay said amounts should it be ultimately determined that the person was not entitled to indemnification.

Audit Committee, Compensation Committee and Nominating Committee

As of December 31, 2017, we have formed formal Audit, Compensation and Nominating Committees.

Audit Committee

The Audit Committee currently consists of two independent directors, Kent J. George, who serves as the committee chairperson, and Michael Neitzel, as well as one non-independent director, William Rosellini. Effective October 31, 2017 and November 6, 2017, Ron Conquest and Mark Bates, respectively, formally resigned from their positions as Vice-President of Finance and Chief Innovation Officer, respectively, and as members of the Board of Directors and the Audit Committee. Our Audit Committee met one time during 2017. All then current members were present.

The director independence rules of the NASDAQ Capital Market require listed companies to have an Audit Committee of at least three members, each of whom (in addition to satisfying other conditions) is an independent director. The Company's Audit Committee currently has one non-independent member and, therefore, would not meet this NASDAQ Capital Market requirement.

We have determined that the Company does not have a member of its Board of Directors that qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K. We also currently do not have a formal audit committee charter in compliance with, and as required by, Rule 5605(c)(1) of the NASDAQ Capital Market.

Compensation Committee

The Compensation Committee consists of two independent directors, Michael Neitzel, who serves as the committee chairperson, and Kent J. George. The compensation committee determines, or recommends to the full Board for determination, the compensation of the chief executive officer and all other executive officers. Effective October 31, 2017 and November 6, 2017, Ron Conquest and Mark Bates, respectively, formally resigned from their positions as Vice-President of Finance and Chief Innovation Officer, respectively, and as members of the Board of Directors and Compensation Committee. Our Compensation Committee met one time during 2017. All then current members were present.

We also currently do not have a formal compensation committee charter in compliance with, and as required by, Rule 5605(d)(1) of the NASDAQ Capital Market.

Nominating Committee

The Nominating Committee consists of two independent directors, Michael Neitzel, who serves as the committee chairperson, and Kent J. George. The Nominating Committee selects or recommends nominees for directors. The director independence rules of the NASDAQ Capital Market require listed companies independent directors to select or recommend nominees for directors. Independent directors serving on our nominating committee provides recommendations for directors, therefore, the Company meets this NASDAQ Capital Market requirement. Our Nominating Committee met three times during 2017.

Director Independence

As of December 31, 2017, our Board of Directors is currently composed of three members, two of whom, Kent J. George and Michael Neitzel, qualify as independent directors in accordance with the published listing requirements of the NASDAQ Capital Market. The NASDAQ Capital Market independence definition includes a series of objective tests, such as that the Directors are not, and have not been for at least three years, one of our employees and that neither the Directors, nor any of their family members, have engaged in various types of business dealings with us.

Conflicts of Interest

We did not have an Audit or Compensation Committee until January 1, 2017, thus, providing for a potential conflict of interest in that our Directors had the authority to determine issues concerning management compensation, nominations, and audit issues that may affect management decisions prior to the creation of such committees.

RS is a company wholly-owned by Mr. Rosellini which acquires interests in other companies such as Nexeon in exchange for RS assets. RS will not acquire any such properties in the future that are not first offered to Nexeon and voted on by its Board of Directors with Mr. Rosellini abstaining. There has been no conflict of interest between Nexeon and Nuviant because Nexeon's patents were acquired from NXDE, a company with which Mr. Rosellini had no affiliation and because the majority of Nuviant's assets were acquired from a European company with which Mr. Rosellini had no affiliation prior to the acquisition of the assets by Nuviant

RS functions as the personal holding company of Mr. Rosellini. In addition, RS has been the source of private funding as well as Federal and State Grants all of which benefit the Company. Mr. Rosellini's work week averages 60 to 70 hours per week and approximately 10%, or 6 to 7 hours a week, are devoted to the business of RS. Regardless, Mr. Rosellini is devoting, at a minimum, in excess of 40 hours a week to the Company. Mr. Rosellini is fully aware of his fiduciary responsibilities and to the principles of the Corporate Opportunity Doctrine as they relate to the Company. There can be no assurance that a material conflict of interest will not occur in the future. In the event a potential conflict should occur, it will be fully disclosed to the Company's Board of Directors for a determination by the Board as to the relevance and/or solution in order to avoid such potential conflict. As of the date of this filing, Mr. Rosellini, to the best of his knowledge and belief, is unaware of any material conflicts.

All potential or actual conflicts of interest for all of the Company's officers and directors have been approved by the Board of Directors (with abstention by the conflicted Director) pursuant to our Code of Business Conduct and Ethics. Such Board approval for conflict of interest transactions is consistent with Nevada corporate law statutes.

Family Relationships

As of April 5, 2018, there are no family relationships of any kind among our Executive Officers, Directors or persons nominated or chosen by us to become Executive Officers or Directors.

Emily Hamilton, MD serves as the Director of Emerging Therapy for NXPROC. Dr. Hamilton is the wife of our CEO, William Rosellini.

Board Leadership Structure and Role in Risk Oversight

Although we have not adopted a formal policy on whether the Chairman and Chief Executive Officer positions should be separate or combined, we have traditionally determined that it is in the best interests of the Company and its shareholders to combine these roles. Due to the small size and early stage of the Company, we believe it is currently most effective to have the Chairman and Chief Executive Officer positions combined. In addition, having one person serve as both Chairman and Chief Executive Officer eliminates potential for confusion and provides clear leadership for the Company, with a single person setting the tone and managing our operations. The Board oversees specific risks, including, but not limited to:

- appointing, retaining and overseeing the work of the independent auditors, including resolving disagreements between the management and the independent auditors relating to financial reporting;
- approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing annually the independence and quality control procedures of the independent auditors;
- reviewing, approving, and overseeing risks arising from proposed related party transactions;
- discussing the annual audited financial statements with the management;
- meeting separately with the independent auditors to discuss critical accounting policies, management letters, recommendations on internal controls, the auditor's engagement letter and independence letter and other material written communications between the independent auditors and the management; and
- monitoring the risks associated with management resources, structure, succession planning, development and selection processes, including evaluating the effect the compensation structure may have on risk decisions.

Board of Directors Meetings and Attendance

We have no formal policy regarding director attendance at the annual meeting of stockholders. The Board of Directors held nine meetings in 2017. All Board members were present at all of the meetings with the exception of one meeting. During that meeting, the board member's consent was provided.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act, requires the Company's officers and directors and persons who own more than 10% of a registered class of the Company's equity securities to file reports of ownership and changes of ownership with the SEC. Officers, directors and beneficial owners of more than 10% of the Company's common stock are required by SEC regulations to furnish the Company with copies of all reports that they file with the SEC pursuant to Section 16(a) of the Exchange Act. Based solely on a review of the copies of such forms furnished to the Company and representations received by us from reporting persons, and without conducting any independent investigation of our own, in 2017, there were the following untimely filing of a Form 3, 4 and/or 5: Christopher Miller (nine Form 4s); Brian Blischak (six Form 4s); Daniel Powell (one Form 4); Kent J. George (one Form 4); Michael Neitzel (one Form 4); and Rosellini Scientific, LLC (three Form 4s).

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Description
3.01 (1)	Articles of Incorporation as filed with the Nevada Secretary of State on December 7, 2015 (Filed as Exhibit 3.01)
3.02 (1)	Certificate of Amendment to the Articles of Incorporation filed with the Nevada Secretary of State on February 22, 2016 (Filed as Exhibit 3.02)
3.03 (1)	Articles of Merger filed with the Nevada Secretary of State on February 17, 2016 (Filed as Exhibit 3.03)
3.04 (1)	Certificate of Merger filed with the Delaware Secretary of State on February 25, 2016 (Filed as Exhibit 3.04)
3.05 (1)	By-laws (Filed as Exhibit 3.05)
4.01 (2)	2016 Omnibus Incentive Plan (Filed as Exhibit 4.01)
4.02 (1)	2016 Omnibus Incentive Plan - Form of Stock Option Award Agreement (Filed as Exhibit 4.02)
10.01 (3)	Agreement and Plan of Merger dated February 8, 2016 between Nexeon MedSystems, Inc., a Delaware corporation, and Nexeon MedSystems Inc, a Nevada corporation (Filed as Exhibit 10.01)
10.02 (1)	Form of Director Indemnification Agreement (Filed as Exhibit 10.07)
10.03 (1)	Contribution Agreement by and between Nexeon MedSystems Inc, Rosellini Scientific LLC and Belltower Associates LLC, dated January 2, 2016 (Filed as Exhibit 10.02)
10.04 (1)	Contribution Agreement by and between Nexeon MedSystems Inc and Elizabeth Rosellini, dated January 2, 2016 (Filed as Exhibit 10.03)
10.05 (4)	Patent License Asset Purchase Agreement by and between Nexeon MedSystems Inc and William M. Rosellini, dated December 15, 2016 (Filed as Exhibit 10.1)
10.06 (5)	Employment Agreement by and between Nexeon MedSystems Inc and Brian Blischak, dated December 20, 2016 (Filed as Exhibit 10.1)
10.07 (5)	Executive Employment Contract by and between Nexeon MedSystems Inc and Christopher R. Miller, dated December 1, 2016 (Filed as Exhibit 10.2)
10.08 (6)	Acquisition Agreement by and between Rosellini Scientific, LLC and Nexeon Medsystems Europe, SARL dated January 10, 2017 (filed as Exhibit 10.1)
10.09 (6)	Loan Agreement by and between Nexeon Medsystems Europe, SARL and Nexeon Medsystems Belgium, SARL dated January 10, 2017 (filed as Exhibit 10.2)
10.10 (6)	Promissory Note dated January 10, 2017 (filed as Exhibit 10.3)
10.11 (6)	Security Agreement by and between Nexeon Medsystems Europe, SARL and Nexeon Medsystems Belgium, SARL dated January 10, 2017 (filed as Exhibit 10.4)
10.12 (7)	Stock Exchange Agreement by and between Nexeon MedSystems Inc and Rosellini Scientific LLC, dated January 6, 2017 (filed as Exhibit 10.1)
10.13 (8)	Executive Employment Contract by and between Nexeon MedSystems Inc and Emily Hamilton, dated January 1, 2017 (filed as Exhibit 10.1)
10.14 (8)	Director Services Agreement by and between Nexeon MedSystems Inc and Kent J. George, dated January 1, 2017 (filed as Exhibit 10.2)
10.15 (8)	Director Services Agreement by and between Nexeon MedSystems Inc and Michael Neitzel, dated January 1, 2017 (filed as Exhibit 10.3)
10.16 (9)	Offer of Employment between the Company and Daniel Powell dated May 24, 2017 (filed as Exhibit 10.1)
10.17 (9)	Confidentiality Agreement between the Company and Daniel Powell dated May 24, 2017 (filed as Exhibit 10.2)
10.18 (9)	Option Agreement between the Company and Daniel Powell dated June 26, 2017 (filed as Exhibit 10.3)
10.19 (10)	Securities Purchase Agreement between the Company and Leonite Capital LLC dated August 21, 2017 (filed as Exhibit 10.1)
10.20 (10)	Senior Secured Convertible Promissory Note between the Company and Leonite Capital LLC dated August 21, 2017 (filed as Exhibit 10.2)
10.21 (10)	Two-Year Warrant issued to Leonite Capital LLC dated August 24, 2017 (filed as Exhibit 10.3)
10.22 (10)	Five-Year Warrant issued to Leonite Capital LLC dated August 24, 2017 (filed as Exhibit 10.4)
10.23 (10)	Security and Pledge Agreement between the Company, Nexeon Medsystems Puerto Rico Operating Company Corporation, Pulsus Medical LLC, Rosellini Scientific LLC and Leonite Capital LLC dated August 21, 2017 (filed as Exhibit 10.5)
10.24 (10)	Share Pledge Agreement between Nexeon Medsystems Belgium SPRL and Leonite Capital LLC dated August 18, 2017 (filed as Exhibit 10.6)
10.25 (10)	Personal Guaranty of Randy Michael Rosellini dated August 18, 2017 (filed as Exhibit 10.7)
10.26 (10)	Warrant issued to Randy M. Rosellini dated August 24, 2017 (filed as Exhibit 10.8)
10.27 (10)	Deed of Trust from Roseland Limited Partnership to Leonite Capital LLC dated August 21, 2017 (Filed as Exhibit 10.9)

Exhibit Number	Description
10.28***	Stock Purchase Agreement between Henri Decloux and Paul Macors and Nexeon Medsystems Belgium, SPRL dated April 7, 2017
10.29***	Form Services Agreement between Medi-Line, S.A. and H.D. Resources, S.P.R.L. dated April 7, 2017
10.30***	CBC Banque and Medi-Line Credit Contract - 729-1405073-45 1.27% Secured, 0.72% Secured Loans dated July 12, 2017
10.31***	CBC Banque and Nexeon Medsystems Belgium, SPRL Credit Contract - C13-66835555-84 1.27% Secured Loan dated July 7, 2017
10.32***	KBC Commercial Finance Invoice Discounting Agreement dated September 29, 2017
10.33***	CBC Banque and Medi-Line Business Credit Line Credit Contract – 729-3094852-84 dated February 2, 2017
10.34***	Debt Repayment Agreement between Rosellini Scientific, LLC and Nexeon Medsystems Belgium, SPRL dated December 29, 2017
10.35***	Share Loan Agreement between Michael Rosellini and Nexeon MedSystems Inc dated December 29, 2017
10.36***	Waiver of Debt Agreement between Nexeon Medsystems Belgium, SPRL and Nuviant Medical, GmbH dated May 29, 2017
14.01 (1)	Code of Business Conduct and Ethics
21.1***	Subsidiaries
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS***	XBRL Instance Document
101.SCH***	XBRL Extension Schema Document
101.CAL***	XBRL Extension Calculation Linkbase Document
101.DEF***	XBRL Extension Definition Linkbase Document
101.LAB***	XBRL Extension Labels Linkbase Document
101.PRE***	XBRL Extension Presentation Linkbase Document

* Filed herewith.

** Furnished herewith.

*** Previously filed.

- (1) Incorporated by reference to the Company's Form 10 filed with the Securities and Exchange Commission on July 6, 2016.
- (2) Incorporated by reference to the Company's Amendment No. 1 to the Form 10 filed with the Securities and Exchange Commission on August 16, 2016.
- (3) Incorporated by reference to the Company's Amendment No. 2 to the Form 10 filed with the Securities and Exchange Commission on September 9, 2016.
- (4) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 20, 2016.
- (5) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2016.
- (6) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 17, 2017.
- (7) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 19, 2017.
- (8) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2017.
- (9) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 28, 2017.
- (10) Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 25, 2017.

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, thereunto duly authorized.

Nexeon MedSystems Inc

Dated: May 3, 2018

By: /s/ William Rosellini
William Rosellini
Chief Executive Officer
(Principal Executive Officer)

Dated: May 3, 2018

By: /s/ Christopher R. Miller
Christopher R. Miller
Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Rosellini</u> William Rosellini	Chief Executive Officer, Director (Principal Executive Officer)	May 3, 2018
<u>/s/ Christopher R. Miller</u> Christopher R. Miller	Chief Financial Officer (Principal Financial and Accounting Officer)	May 3, 2018
<u>/s/ Kent J. George</u> Kent J. George	Director	May 3, 2018
<u>/s/ Michael Neitzel</u> Michael Neitzel	Director	May 3, 2018
<u>/s/ R. Wesley Dittmer II</u> R. Wesley Dittmer II	Director	May 3, 2018

**CERTIFICATION PURSUANT TO RULE 13A-14 OR 15D-14 OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, William Rosellini, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Nexeon MedSystems Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

/s/ William Rosellini

William Rosellini
Chief Executive Officer

**CERTIFICATION PURSUANT TO RULE 13A-14 OR 15D-14 OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Christopher R. Miller, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Nexxon MedSystems Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2018

/s/ Christopher R. Miller

Christopher R. Miller
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Nexeon MedSystems Inc (the "Company") on Form 10-K/A for the fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officers of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company, as of, and for the periods presented in the Report.

Date: May 3, 2018

/s/ William Rosellini

William Rosellini
Chief Executive Officer

/s/ Christopher R. Miller

Christopher R. Miller
Chief Financial Officer