

**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): May 19, 2025

**BIOAFFINITY TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

**001-41463**  
(Commission  
File Number)

**46-5211056**  
(I.R.S. Employer  
Identification Number)

**3300 Nacogdoches Road, Suite 216**  
**San Antonio, Texas 78217**  
**(210) 698-5334**

(Address of principal executive offices and Registrant's telephone number, including area code)

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))

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 ☒

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.007 per share	BIAF	The Nasdaq Stock Market LLC
Tradeable Warrants to purchase Common Stock	BIAFW	The Nasdaq Stock Market LLC

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 5.08. Shareholder Director Nominations.**

To the extent applicable, the information in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.08.

**Item 8.01. Other Events.**

bioAffinity Technologies, Inc., a Delaware corporation (the "Company"), currently plans to hold its 2025 Annual Meeting of Stockholders (the "2025 Annual Meeting") on July 25, 2025. The Company intends to set the record date for determining the stockholders of record who will be entitled to vote at the 2025 Annual Meeting as the close of business on May 29, 2025. The time and location of the 2025 Annual Meeting will be as set forth in the Company's definitive proxy statement for the 2025 Annual Meeting to be filed with the Securities and Exchange Commission.

Because the scheduled date of the 2025 Annual Meeting is more than 30 days after the anniversary of the Company's 2024 annual meeting of stockholders, prior disclosed deadlines regarding the submission of stockholder proposals pursuant to Rule 14a-8 ("Rule 14a-8") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for the 2025 Annual Meeting are no longer applicable. The Company is hereby providing notice of certain revised deadlines for the submission of stockholder proposals in connection with the 2025 Annual Meeting. In order for a stockholder proposal, submitted pursuant to Rule 14a-8, to be considered timely for inclusion in the Company's proxy statement and form of proxy for the 2025 Annual Meeting, such proposal must be received by the Company by May 26, 2025. The Company has determined that May 26, 2025 is a reasonable time before the Company plans to begin printing and mailing its proxy materials. Therefore, in order for a stockholder to submit a proposal for inclusion in the Company's proxy materials for the 2025 Annual Meeting, the stockholder must comply with the requirements set forth in Rule 14a-8, including with respect to the subject matter of the proposal, and must deliver the proposal and all required documentation to the Company no later than May 26, 2025. The public announcement of an adjournment or postponement of the date of the 2025 Annual Meeting will not commence a new time period (or extend any time period) for submitting a proposal pursuant to Rule 14a-8.

Generally, timely notice of any director nomination or other proposal that any stockholder intends to present at the 2025 Annual Meeting, but does not seek to have included in the proxy materials pursuant to Rule 14a-8, must be delivered not later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, in advance of the anniversary of the previous year's annual meeting. Prior disclosed deadlines regarding timely notice of stockholder proposals for the 2025 Annual Meeting that a stockholder does not seek to have included in the proxy materials pursuant to Rule 14a-8 have not changed as the 2025 Annual Meeting will be held prior to the 60-day anniversary of the Company's 2024 annual meeting of stockholders.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act by May 29, 2025 , which is the tenth calendar day following the date of this Current Report on Form 8-K announcing the date of the 2025 Annual Meeting.

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

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2025

**BIOAFFINITY TECHNOLOGIES, INC.**

By: /s/ Maria Zannes

Name: Maria Zannes

Title: President and Chief Executive Officer