

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): **February 6, 2017**

Nxt-ID, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-54960
(Commission File Number)

46-0678374
(IRS Employer
Identification No.)

Nxt-ID, Inc.
285 North Drive
Suite D
Melbourne, FL 32934
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 266-2103**

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))

Item 1.01 Entry into a Material Definitive Agreement

As previously disclosed on Current Report to Form 8-K filed by Nxt-ID, Inc. (the “Company”) on July 27, 2016, on July 25, 2016, the Company entered into a securities purchase agreement with certain accredited investors (the “Investors”) under which the Investors agreed to purchase an aggregate of 4,500,000 shares of the Company’s Series B Convertible Preferred Stock, par value \$0.0001 per share (the “Series B Preferred Stock”), and warrants to purchase 5,625,000 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), for an aggregate purchase price of \$4,500,000 (the “Equity Financing”).

On February 6, 2017, several of the Investors and the Company entered into letter agreements (the “Letter Agreements”), pursuant to which the Investors agreed that until the Investors no longer hold Common Stock underlying the Series B Preferred Stock, each Investor will not trade more than 6.5% (18.75% in the aggregate) of the daily trading volume of the Common Stock on any day that any market or exchange on which the Common Stock is listed or quoted for trading is open for trading.

The foregoing description of the terms of the Letter Agreements is qualified in its entirety by reference to the provisions of the Form of Letter Agreement filed as Exhibit 10.1 to this Current Report to Form 8-K, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
Exhibit 10.1	Form of Letter Agreement, dated February 6, 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 hereunto duly authorized.

Date: February 10, 2017

NXT-ID, INC.

By: /s/ Gino M. Pereira
Name: Gino M. Pereira
Title: Chief Executive Officer

Nxt-ID, Inc.
285 North Drive
Suite D
Melbourne, FL 32934

February 7, 2017

VIA ELECTRONIC MAIL – HIGHLY CONFIDENTIAL

[Holder]

Re: Letter Amendment – Senior B Preferred Stock

Gentlemen:

Reference is made to that certain Securities Purchase Agreement (the “SPA”) dated as of July 25, 2016, by and among Nxt-ID, Inc. (the “Company”), [Investor] (“Investor” or the “Holder”), and other investors, concerning, among other things, the Company’s issuance and sale to Investor of the Company’s Series B Preferred Stock (the “Series B Preferred”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the SPA. The Company, Investor, and the other investors may be referred to as the “Parties.”

The Parties agree that registration of the Series B Preferred was delayed for reasons beyond the control of the Company. The Company has, in keeping with the Certificate of Designation for the Series B Preferred, paid liquidated damages in respect of the delay.

In order to enable Holder and the other investors to receive missed amortization payments, the Company and Investor agree that in consideration for the accelerated issuance of shares underlying the missed amortization payments from November 2016, December 2016, and January 2017, which missed amortization payments total six (6) in the aggregate (the “Missed Amortization Payments”), which Missed Amortization Payments may be accelerated in any amount requested by the Holder, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Holder hereby agree as follows:

From the date of this Agreement until the Holder no longer holds Common Stock underlying the Series B Preferred, the Holder shall trade no more than 6.5% of the daily volume on any Trading Day of the Common Stock.

[Signature pages follow]

Kindly confirm your agreement with the above by signing in the space indicated below and by PDFing a partially executed copy of this letter to the undersigned, and which may be executed in identical counterparts, each of which shall be deemed an original but all of which shall constitute one and the same agreement.

Very truly yours,

NXT-ID, INC.

By: _____

Name: Gino M. Pereira

Title: Chief Executive Officer

CONSENTED AND AGREED TO BY:

[HOLDER]

By: _____

Name:

Title:
