

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 20, 2022

**XpresSpa Group, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-34785**

(Commission File Number)

**20-4988129**

(IRS Employer Identification No.)

**254 West 31<sup>st</sup> Street, 11<sup>th</sup> Floor, New York, New York**

(Address of Principal Executive Offices)

**10001**

(Zip Code)

**(212) 309-7549**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, 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:

- 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: [ ]**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	XSPA	The Nasdaq Stock 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 8.01. Other Events.**

On May 20, 2022, XpresSpa Group, Inc. (the “Company”) announced that its board of directors has authorized an increase in its stock repurchase program that permits the purchase of up to 10 million additional shares of its common stock and extended the authorization through September 15, 2023. The original stock repurchase program, announced in August 2021, was for 15 million shares, and there were approximately 3.2 million shares remaining under that original authorization as of the date of such increase, bringing the current authorization to approximately 13.2 million shares.

Under the stock repurchase program, management will continue to have discretion in determining the conditions under which shares may be purchased from time to time. Repurchases under the program may be made in the open market or in privately negotiated transactions, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of SEC Rule 10b-18. The repurchase program does not obligate the Company to acquire any specific number of shares and may be suspended or discontinued at any time.

A copy of the May 20, 2022 press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and the contents of the press release are hereby incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Press Release, dated May 20, 2022</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**XpresSpa Group, Inc.**

Date: May 20, 2022

By: /s/ Scott R. Milford

Name: Scott R. Milford

Title: Chief Executive Officer

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# XpresSpa Group

## XpresSpa Group, Inc. Announces 10 Million Share Increase in Stock Repurchase Program

NEW YORK, May 20, 2022 - XpresSpa Group, Inc. (Nasdaq: XSPA), a travel health and wellness company, today announced that its Board of Directors has authorized a 10 million share increase to its existing stock repurchase program and to extend it through September 15, 2023.

The original stock repurchase program, announced in August 2021, was for 15 million shares, and there were approximately 3.2 million shares remaining under that original authorization as of the date of such increase, bringing the current authorization to approximately 13.2 million shares. Since initiating the stock repurchase plan on August 31, 2021, the Company has repurchased approximately 11.8 million shares through March 31, 2022 for total consideration of approximately \$18.9 million.

Bruce Bernstein, Chairman of the Board of XpresSpa Group, Inc., stated, “Our balance sheet strength positions us well to execute on the expanded stock repurchase program while we invest in the continued growth of the Company. The expansion of this authorization also further validates our belief that our stock is substantially undervalued.”

The shares may be repurchased on the open market, in privately negotiated transactions, or otherwise in accordance with applicable federal securities laws. The specific timing and amount of future repurchases will be determined by market conditions, cash flow requirements, securities law limitations, and other factors. Repurchases may continue from time to time, as conditions permit, until the number of shares authorized to be repurchased have been acquired, or until the authorization to repurchase is terminated or expires, whichever occurs first.

The share repurchase authorization will be used at management’s discretion and will expire on September 15, 2023, unless further extended by the Board of Directors. The repurchase program may also be suspended, modified, or discontinued at any time.

### About XpresSpa Group, Inc.

XpresSpa Group, Inc. (Nasdaq: XSPA) is a leading global health and wellness holding company operating three brands: XpresCheck®, XpresSpa®, Treat™.

- XpresCheck is a leading on-site airport provider of Covid-19 screening and diagnostic testing with 15 locations in 12 domestic airports. XpresCheck is also partnered with the CDC and Concentric by Ginkgo, conducting biosurveillance monitoring at four major domestic airports to identify existing and new SARS-CoV-2 variants.
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- XpresSpa is a leading airport retailer of wellness services and related products, with 23 locations in 13 airports globally.
- Treat is a travel health and wellness brand that is providing on-demand access to healthcare through technology and personalized services, including two domestic airport locations.
- To further build on XpresSpa Group's expertise in the health and wellness space, the Company acquired HyperPointe in January 2022, a leading digital healthcare and data analytics relationship marketing agency serving the global healthcare industry.

To learn more about XpresCheck, visit: [www.XpresCheck.com](http://www.XpresCheck.com)

To learn more about XpresSpa, visit [www.XpresSpa.com](http://www.XpresSpa.com)

To learn more about Treat, visit: [www.Treat.com](http://www.Treat.com)

To learn more about HyperPointe, visit: [www.Hyperpointe.com](http://www.Hyperpointe.com)

Twitter: @xprescheck and Instagram: @realxprescheck

Twitter: @XpresSpa and Instagram: @XpresSpa

Twitter: @Treat\_Care and Instagram: @treat\_care

### **Forward-Looking Statements**

This press release may contain "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These include statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements relating to expectations about future results or events are based upon information available to XpresSpa Group as of today's date and are not guarantees of the future performance of the Company, and actual results may vary materially from the results and expectations discussed. Additional information concerning these and other risks is contained in XpresSpa Group's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other Securities and Exchange Commission filings. All subsequent written and oral forward-looking statements concerning XpresSpa Group, or other matters and attributable to XpresSpa Group or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. XpresSpa Group does not undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

### **Investor Relations**

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