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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001410428](#)

Name of Issuer

[XWELL, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

[XpresSpa Group, Inc.](#)

[Form Holdings, Inc.](#)

[FORM Holdings Corp.](#)

[Vringo Inc.](#)

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[XWELL, Inc.](#)

Street Address 1

[254 WEST 31ST STREET](#)

City

[NEW YORK](#)

State/Province/Country

[NEW YORK](#)

Street Address 2

[11TH FLOOR](#)

ZIP/PostalCode

[10001](#)

Phone Number of Issuer

[\(212\) 750-9595](#)

3. Related Persons

Last Name

[Ernst](#)

Street Address 1

[254 West 31st Street](#)

City

[New York](#)

First Name

[Ezra](#)

Street Address 2

[11th Floor](#)

State/Province/Country

[NEW YORK](#)

Middle Name

ZIP/PostalCode

[10001](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[President and Chief Executive Officer and Director](#)

Last Name

[Brown](#)

Street Address 1

[254 West 31st Street](#)

City

[New York](#)

First Name

[Thomas](#)

Street Address 2

[11th Floor](#)

State/Province/Country

[NEW YORK](#)

Middle Name

[Ian](#)

ZIP/PostalCode

[10001](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chief Financial Officer](#)

Last Name

[Bernstein](#)

Street Address 1

[254 West 31st Street](#)

City

[New York](#)

First Name

[Bruce](#)

Street Address 2

[11th Floor](#)

State/Province/Country

[NEW YORK](#)

Middle Name

ZIP/PostalCode

[10001](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chairman of the Board](#)

Last Name	First Name	Middle Name
Weinstein	Robert	
Street Address 1	Street Address 2	
254 West 31st Street	11th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10001

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wizenberg	Gaelle	
Street Address 1	Street Address 2	
254 West 31st Street	11th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10001

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lebowitz	Michael	
Street Address 1	Street Address 2	
254 West 31st Street	11th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10001

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input checked="" type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range
 No Revenues No Aggregate Net Asset Value

- \$1 - \$1,000,000
 \$1,000,001 - \$5,000,000
 \$5,000,001 - \$25,000,000
 \$25,000,001 - \$100,000,000
 Over \$100,000,000
 Decline to Disclose
 Not Applicable

- \$1 - \$5,000,000
 \$5,000,001 - \$25,000,000
 \$25,000,001 - \$50,000,000
 \$50,000,001 - \$100,000,000
 Over \$100,000,000
 Decline to Disclose
 Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
 Rule 504 (b)(1)(i)
 Rule 504 (b)(1)(ii)
 Rule 504 (b)(1)(iii)
 Rule 506(b)
 Rule 506(c)
 Securities Act Section 4(a)(5)
 Investment Company Act Section 3(c)
 Section 3(c)(1)
 Section 3(c)(2)
 Section 3(c)(3)
 Section 3(c)(4)
 Section 3(c)(5)
 Section 3(c)(6)
 Section 3(c)(7)
 Section 3(c)(9)
 Section 3(c)(10)
 Section 3(c)(11)
 Section 3(c)(12)
 Section 3(c)(13)
 Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale [2025-01-14](#) First Sale Yet to Occur
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
 Debt
 Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
 Pooled Investment Fund Interests
 Tenant-in-Common Securities
 Mineral Property Securities
 Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient [GP Nurmenkari Inc.](#) Recipient CRD Number None
 (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
 None None
 Street Address 1 [22 Elizabeth Street](#) Street Address 2
 City [Norwalk](#) State/Province/Country [CONNECTICUT](#) ZIP/Postal Code [06854](#)
 State(s) of Solicitation (select all that apply) All States Foreign/non-US
 Check "All States" or check individual States [NEW YORK](#)

13. Offering and Sales Amounts

Total Offering Amount \$4,000,000 USD or Indefinite

Total Amount Sold \$4,000,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 2

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$85,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Table with 5 columns: Issuer, Signature, Name of Signer, Title, Date. Row 1: XWELL, Inc., /s/ Ezra Ernst, Ezra Ernst, President and Chief Executive Officer and Director, 2025-01-28

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.