UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
(Amendment No. 2)

CURRENT REPORT
Pursuant to Section 13 OR 15(D) of the Securities Exchange Act Of 1934

Date of report (Date of earliest event reported): **December 18, 2025**

XWELL, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-34785	**20-4988129**
(Commission File Number)	(IRS Employer Identification No.)

254 West 31st Street, 11th Floor, New York, New York	**10001**
(Address of Principal Executive Offices)	(Zip Code)

(212) 750-9595
(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:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	XWEL	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. ☐

EXPLANATORY NOTE

This Current Report on Form 8-K/A (this "Amendment") amends the Current Report on Form 8-K of XWELL, Inc. (the "Company") filed with the U.S. Securities and Exchange Commission on December 18, 2025 (the "Original Form 8-K"), as amended by Amendment No. 1 to the Original Form 8-K filed on April 10, 2026 ("Amendment No. 1"). The Original Form 8-K reported the final voting results of the Company's Annual General Meeting of Stockholders held on December 18, 2025 (the "Annual Meeting"). The sole purpose of this Amendment is to correct the disclosure in Amendment No. 1 of the Company's decision regarding how frequently it will conduct future stockholder advisory votes to approve the compensation of the Company's named executive officers ("Say-on-Pay Vote(s)") in accordance with Item 5.07(d) of Form 8-K. No other changes have been made to the Original Form 8-K or Amendment No. 1.

Item 5.07 Submission of Matters to a Vote of Security Holders

As previously reported in the Original Form 8-K, in an advisory vote held at the Annual Meeting on the frequency of future Say-on-Pay Votes, the Company's stockholders expressed their preference for a Say-on-Pay Vote to be conducted every three years. On April 9, 2026, the Company's Board of Directors considered the outcome of this advisory vote and determined that future Say-on-Pay Votes will be conducted every three years, superseding the determination disclosed in Amendment No. 1. Accordingly, the Company's next Say-on-Pay Vote will be held at the Company's 2028 annual meeting of stockholders. The Company's Board of Directors will re-evaluate this determination after the next stockholder advisory vote on the frequency of Say-on-Pay Votes, which will be held no later than the Company's 2031 annual meeting of stockholders.

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.

XWELL, Inc.

Date: November 23, 2026

By: */s/ Ezra T. Ernst*
Name: Ezra T. Ernst
Title: President and Chief Executive Officer