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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2022

Commission File Number: 001-39461

NANO-X IMAGING LTD

Communications Center  
Neve Ilan, Israel 9085000  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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On November 10, 2022, NANO-X IMAGING LTD (the “Company”) issued a press release, a copy of which is attached hereto as [Exhibit 99.1](#), and incorporated herein by reference.

In the press release the Company uses certain financial measures that are not prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). The non-GAAP financial measures that appear in the press release exclude legal and other related expenses in relation to the following legal matters among other matters:

As previously disclosed, in September 2020, two securities class action complaints were filed in the United States District Court for the Eastern District of New York against the Company and certain current officers and a director, which were subsequently consolidated and captioned as *White v. Nano-X Imaging Ltd. et al*, Case No. 1:20-cv-04355, alleging violations of securities laws on behalf of all persons and entities that purchased or otherwise acquired the Company’s publicly traded securities between August 21, 2020 and September 15, 2020, and seeking unspecified damages. On December 7, 2020, proposed lead plaintiffs submissions were fully briefed, on August 10, 2022, Magistrate Judge Marcia M. Henry issued a Report and Recommendation, recommending that the Court approve Derson O. Jolteus and Edward Ko as lead plaintiffs, and on August 30, 2022, Judge William Kuntz adopted the Report and Recommendation. On October 31, 2022, Lead Plaintiffs filed an amended complaint, which alleges that defendants violated the federal securities laws in connection with certain disclosures regarding the Company’s FDA submission and customer contracts. Lead Plaintiffs seek to represent a class of investors who purchased the Company’s publicly-traded securities between August 21, 2020 and September 15, 2020. The Company has not yet responded to the amended complaint. The Company has not accrued any losses other than legal fees with connection with this lawsuit. The Company’s position is that this lawsuit has no merit and it intends to defend its position vigorously.

On October 5, 2021, a class action complaint was filed in the United States District Court for the Eastern District of New York against the Company and certain of its officers, captioned *McLaughlin v. Nano-X Imaging Ltd. et al*, Case No. 1:21-cv-05517. On January 25, 2022, Magistrate Judge Peggy Kuo appointed Davian Holdings Limited as Lead Plaintiff in the *McLaughlin v. Nano-X Imaging Ltd. et al*, Case No. 1:21-cv-05517. On April 12, 2022 and in the same case, the Lead Plaintiff filed an amended complaint, which alleges that defendants violated the federal securities laws in connection with certain disclosures concerning the cost of the Nanox.ARC system as well as the comparison of the Nanox.ARC to CT scanners. Lead Plaintiff seeks to represent a class of investors who purchased the Company’s publicly-traded securities between August 21, 2020 and November 17, 2021. The Company moved to dismiss the amended complaint, and briefing on that motion was completed on September 9, 2022, and it remains outstanding. The Company has not accrued any losses other than legal fees with connection with this lawsuit. The Company’s position is that the lawsuit has no merit and it intends to defend its position vigorously.

As previously disclosed, the Division of Enforcement of the U.S. Securities & Exchange Commission (the “SEC”) notified the Company that it is conducting an investigation to determine whether there had been any violations of the federal securities laws. The Company has been providing documents and information to the SEC and has received a subpoena from the SEC requesting that the Company provide documents and other information relating to the development cost of the Company’s Nanox.ARC prototypes, as well as the Company’s estimate for the cost of assembling the final Nanox.ARC product at scale, among other things. As previously noted, the Company is cooperating with the SEC in responding to its requests. As previously noted, the duration and outcome of this matter cannot be predicted at this time.

For information on other components that were excluded in preparation of the non-GAAP financial measures, please refer to the press release.

On October 28, 2021, a complaint was filed in the United States District Court for the Central District of California against the Company, the Company’s recently-formed Delaware subsidiary and Nanox Gibraltar PLC (“Gibraltar”) from which the Company received certain assets, as well as Mr. Ran Poliakine and certain other unidentified parties, alleging several causes of action including breach of a consulting agreement between the plaintiff and Gibraltar that was entered into in 2015. The plaintiff demanded payment of unpaid consulting fees from Gibraltar in the amount of approximately \$1 million and approximately \$29.5 million from the Company relating to his claimed entitlement to warrants in Gibraltar. On February 15, 2022, the Company moved to dismiss the complaint on the grounds, among others, that it was not a party to the agreement with the plaintiff, and it is not Gibraltar’s legal successor for any liabilities that Gibraltar may owe to the plaintiff. On June 4, 2022, the Court granted the motion to dismiss with leave to amend. The plaintiff did not amend the complaint, and on July 20, 2022, the Court entered judgment in the Company’s favor.

The information contained in this report, except the third paragraph of Exhibit 99.1, which contains certain quotes by the Chief Executive Officer of the Company, is hereby incorporated by reference into the Registration Statement on [Form S-8](#), File No. 333-248322.

The press release attached as Exhibit 99.1 hereto corrects an inadvertent error made in the Company’s statement of cash flows for the second fiscal quarter ended June 30, 2022. The Company’s Form 6-K filed with the SEC on August 16, 2022 included approximately \$13.557 million in “Proceeds from the sale of marketable securities” that should have been included in “Cash flows from (used in) investing activities” instead of “Cash flows from financing activities.” The Company has retroactively corrected the classification, and the change has no impact on the Company’s overall cash position or liquidity. This inadvertent error is related to our previously discussed material weaknesses in our internal control over financial reporting, all as described in Item 15, “Controls and Procedures” of the Company’s Form 20-F for the year ended December 31, 2021 filed on May 2, 2022. Pursuant to the Company’s remediation plan, the Company is committed to maintaining a strong internal control environment, including enhancing and supplementing the finance team and resources with an appropriate level of knowledge and experience in internal control over financial reporting requirements.

EXHIBIT INDEX

**Exhibit No.**   **Exhibit**

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99.1   [Press release, dated November 10, 2022.](#)

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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, thereunto duly authorized.

NANO-X IMAGING LTD

By: /s/ Ran Daniel

Name: Ran Daniel

Title: Chief Financial Officer

Date: November 10, 2022



**Nanox Announces Third Quarter 2022 Financial Results and Provides Business Update**

*Reports progress towards global supply chain development*

*Ended the third quarter of 2022 with cash, cash equivalents and marketable securities of \$117.1 million*

*Management to host conference call and webcast Thursday, November 10, 2022 at 8:30 AM ET*

NEVE ILAN, Israel— November 10, 2022 -- NANO-X IMAGING LTD (NASDAQ: NNOX) (“**Nanox**” or the “**Company**”), an innovative medical imaging technology company, today announced results for the third quarter ended September 30, 2022 and provided a business update.

**Third Quarter 2022 Highlights and Recent Developments:**

- Generated \$2.4 million in revenue in the third quarter of 2022 compared to \$2.2 million in the second quarter of 2022 and \$1.8 million in the first quarter of 2022.
- Submitted a 510(k) premarket notification to the U.S. Food and Drug Administration as part of the Company’s 510(k) application process for the multi-source Nanox.ARC system
- Received a Helsinki permit to conduct clinical trials at Shamir Hospital, Israel using the multisource Nanox.ARC system, with a goal of generating sample images in the fourth quarter of 2022.
- Engaged a Notified Body to work with during the CE marking process.

“As we report third quarter results, I am proud of the Nanox team’s progress across multiple fronts. We continue to generate revenues from our AI and teleradiology businesses and advance toward the deployment of our Nanox.ARC multi-source imaging system,” said Erez Meltzer, Nanox Imaging Chief Executive Officer. “It’s an exciting time at Nanox, and we look forward to sharing more updates on our progress in the months ahead.”

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## Financial results for three months ended September 30, 2022

For the three months ended September 30, 2022, the Company reported a net loss of \$19.1 million, compared to a net loss of \$13.5 million in the comparable period, which increase was largely due to the consolidation of Nanox.AI and USARAD with the Company since the fourth quarter of 2021, an increase in the Company's research and development expenses, an increase in the Company's general and administrative expenses, which was mitigated by a decrease in the Company's sales and marketing expenses and a \$1.0 million expense due to change in the Company's obligation in connection of acquisitions.

For the three months ended September 30, 2022, the Company reported revenue of \$2.4 million, compared to none for the three months ended September 30, 2021 (which is referred to as the "comparable period"). During the three months ended September 30, 2022, the Company generated revenues through the sales of teleradiology services and AI solutions. The Company's gross loss during the three months ended September 30, 2022 totaled \$1.5 million on a GAAP basis. The Company's revenue from teleradiology services for the three months ended September 30, 2022 was \$2.4 million with a gross profit of \$0.6 million on a GAAP basis. The increase in the Company's revenue represents a growth of more than 11.2% in its sales of teleradiology services from the previous quarter which is attributable to revenues from a data monetization project in the amount of \$0.3 million. The Company's revenue from its AI solutions for the three months ended September 30, 2022 was \$0.1 million with a gross loss of \$2.1 million on a GAAP basis. Non-GAAP cost of revenue of the Company's teleradiology services for the three months ended September 30, 2022 was \$1.2 million, as compared to none in the comparable period, resulting in a non-GAAP gross profit of \$1.2 million for the three months ended September 30, 2022, which represents a gross profit margin of approximately 49.4 % on a non-GAAP basis. The Company's non-GAAP gross loss from its AI solutions for the three months ended September 30, 2022 was \$0 million. In total, non-GAAP cost of revenue for the three months ended September 30, 2022 was \$1.3 million, as compared to none in the comparable period, resulting in a non-GAAP gross profit of \$1.1 million for the three months ended September 30, 2022, which represents a gross profit margin of approximately 46.0% on a non-GAAP basis.

Research and development expenses for the three months ended September 30, 2022 were \$6.1 million, as compared to \$3.7 million in the comparable period. The increase of \$2.4 million was mainly due to the consolidation of Nanox.AI with the Company since the fourth quarter of 2021 and the balance due to the development of the multi-source Nanox.ARC and the Nanox.CLOUD and share-based compensation.

Sales and marketing expenses for the three months ended September 30, 2022 were \$0.7 million, as compared to \$1.5 million in the comparable period. The decrease of \$0.8 million was mainly due to a decrease in the cost of employees and in share-based compensation.

General and administrative expenses for the three months ended September 30, 2022 were \$10.6 million, as compared to \$8.2 million in the comparable period. The increase of \$2.4 million was mainly due to the consolidation of Nanox.AI and USARAD with the Company since the fourth quarter of 2021, an increase in the Company's head count and the overall organization infrastructure and an increase in the Company's legal fees due to the U.S. Securities and Exchange Commission ("SEC") inquiry and class-action litigation, as described in the Company's Form 20-F for the year ended December 31, 2021 filed on May 2, 2022.

Change in obligation in connection of acquisitions was \$1.0 million, as compared to none in the comparable period, due to the decrease in the Company's contingent earnout liability.

Non-GAAP net loss applicable to ordinary shares for the three months ended September 30, 2022 was \$8.1 million, as compared to \$8.4 million in the comparable period. Non-GAAP gross profit for the three months ended September 30, 2022 was \$1.1 million, as compared to none the comparable period. Non-GAAP research and development expenses for the three months ended September 30, 2022 were \$5.0 million, as compared to \$3.0 million in the comparable period. Non-GAAP sales and marketing expenses for the three months ended September 30, 2022 were \$0.4 million, as compared to \$1.0 million in the comparable period. Non-GAAP general and administrative expenses for the three months ended September 30, 2022 were \$4.5 million, as compared to \$4.4 million in the comparable period.

A reconciliation between GAAP and non-GAAP financial measures for the three-month periods ended September 30, 2022 and 2021 is provided in the financial results that are part of this press release. The difference between the GAAP and non-GAAP financial measures above is mainly attributable to amortization of intangible assets, share-based compensation, secondary offering expenses, goodwill impairment, change in obligation in connection of acquisitions and legal fees in connection with class-action litigation and the SEC inquiry.



## **Liquidity and Capital Resources**

The Company ended the third quarter of 2022 with total cash, cash equivalents and marketable securities of \$117.1 million. As of September 30, 2022, the Company had \$88.1 million of cash, cash equivalents and short-term marketable securities and \$29.0 million of long-term marketable securities. As of September 30, 2022, the Company had total current assets of \$90.6 million and total current liabilities of \$43.6 million, creating a working capital of \$47.0 million.

As of December 31, 2021, the Company had \$88.7 million of cash, cash equivalents and short-term marketable securities and \$67.9 million of long-term marketable securities and in total, \$156.6 of cash and marketable securities. As of December 31, 2021, the Company had total current assets of \$94.9 million and total current liabilities of \$52.8 million, creating a working capital of \$42.1 million.

The decrease in the Company's cash, cash equivalents and marketable securities of \$39.5 million during the nine-month period ended September 30, 2022 was primarily due to negative cash flow from operations of \$30.5 million and purchase of property and equipment of \$7.4 million for the Company's fabrication facility in South Korea and long lead items for the Company's multi-source systems.

## **Other Assets**

As of September 30, 2022, the Company had property and equipment, net of \$44.1 million as compared to \$37.4 million as of December 31, 2021. The increase is mainly attributed to the completion of the construction of the Company's fabrication facility in South Korea and purchase of machinery and equipment.

As of September 30, 2022, the Company had intangible assets and goodwill of \$137.8 million as compared to \$160.1 million as of December 31, 2021. The decrease is attributable to the periodic amortization of intangible assets and impairment of goodwill.

## **Shareholders' Equity**

As of September 30, 2022, the Company had approximately 52.3 million shares outstanding as compared to 51.8 million shares outstanding as of December 31, 2021. The increase was mainly due to the exercise of 192,927 warrants and the exercise of 192,820 options. The Company generated approximately \$0.7 million in gross proceeds from the exercise of such options and warrants. In addition, during the nine-month period ended September 30, 2022, the Company issued 89,286 shares to the former equity holders of Nanox.AI due to the achievement of a milestone pursuant to the terms of the Agreement and Plan of Merger, dated August 9, 2021, as amended, among the Company, Nanox.AI and Perryllion Ltd., as representative of Nanox.AI's equity holders.

## **Conference Call and Webcast Details**

*Thursday, November 10, 2022 @ 8:30am ET*

Individuals interested in listening to the conference call may do so by joining the live webcast on the Investors section of the Nanox website under Events and Presentations. Alternatively, individuals can register online to receive a dial-in number and personalized PIN to participate in the call. An archived webcast of the event will be available for replay following the event.



**About Nanox:**

Nanox (NASDAQ: NNOX) is focused on applying its proprietary medical imaging technology and solutions to make diagnostic medicine more accessible and affordable across the globe. The vision of Nanox is to increase the early detection of medical conditions that are discoverable by medical image technologies based on X-rays, which Nanox believes is key to increasing early prevention and treatment, improving health outcomes, and, ultimately, saving lives. Nanox is developing a holistic imaging solution, which includes the Nanox System, comprised of the Nanox.ARC using its novel MEMs X-ray source technology, and the Nanox.CLOUD, a companion cloud software, integrated with AI solutions and teleradiology services. For more information, please visit [www.nanox.vision](http://www.nanox.vision).



### **Forward-Looking Statements:**

This press release may contain forward-looking statements that are subject to risks and uncertainties. All statements that are not historical facts contained in this press release are forward-looking statements. Such statements include, but are not limited to, any statements relating to the initiation, timing, progress and results of the Company's research and development, manufacturing and commercialization activities with respect to its X-ray source technology and the Nanox.Arc, the ability to realize the expected benefits of its recent acquisitions and the projected business prospects of the Company and the acquired companies. In some cases, you can identify forward-looking statements by terminology such as "can," "might," "believe," "may," "estimate," "continue," "anticipate," "intend," "should," "plan," "should," "could," "expect," "predict," "potential," or the negative of these terms or other similar expressions. Forward-looking statements are based on information the Company has when those statements are made or management's good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Factors that could cause actual results to differ materially from those currently anticipated include: risks related to (i) Nanox's ability to complete development of the Nanox System; (ii) Nanox's ability to successfully demonstrate the feasibility of its technology for commercial applications; (iii) Nanox's expectations regarding the necessity of, timing of filing for, and receipt and maintenance of, regulatory clearances or approvals regarding its technology, the Nanox.Arc and Nanox.CLOUD from regulatory agencies worldwide and its ongoing compliance with applicable quality standards and regulatory requirements; (iv) Nanox's ability to realize the anticipated benefits of the recent acquisitions, which may be affected by, among other things, competition, brand recognition, the ability of the acquired companies to grow and manage growth profitably and retain their key employees; (v) Nanox's ability to enter into and maintain commercially reasonable arrangements with third-party manufacturers and suppliers to manufacture the Nanox.Arc; (vi) the market acceptance of the Nanox System and the proposed pay-per-scan business model; (vii) Nanox's expectations regarding collaborations with third-parties and their potential benefits; and (viii) Nanox's ability to conduct business globally; (ix) changes in global, political, economic, business, competitive, market and regulatory forces; and (x) risks related to business interruptions resulting from the COVID-19 pandemic or similar public health crises, among other things.

For a discussion of other risks and uncertainties, and other important factors, any of which could cause Nanox's actual results to differ from those contained in the Forward-Looking Statements, see the section titled "Risk Factors" in Nanox's Annual Report on Form 20-F for the year ended December 31, 2021, and subsequent filings with the U.S. Securities and Exchange Commission. The reader should not place undue reliance on any forward-looking statements included in this press release.

Except as required by law, Nanox undertakes no obligation to update publicly any forward-looking statements after the date of this report to conform these statements to actual results or to changes in the Company's expectations.

### **Non-GAAP Financial Measures**

This press release includes information about certain financial measures that are not prepared in accordance with generally accepted accounting principles in the United States ("GAAP"), including non-GAAP net loss attributable to ordinary shares, non-GAAP cost of revenue, non-GAAP gross profit, non-GAAP research and development expenses, non-GAAP sales and marketing expenses, non-GAAP general and administrative expenses and non-GAAP gross loss. These non-GAAP measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similar measures presented by other companies. Non-GAAP net loss attributable to ordinary shares, non-GAAP cost of revenue, non-GAAP gross profit, non-GAAP research and development expenses, non-GAAP sales and marketing expenses, non-GAAP general and administrative expenses and non-GAAP gross loss adjusts (as applicable) for amortization of intangible assets, stock-based compensation expenses, secondary offering expenses, goodwill impairment, change in obligation in connection of acquisitions and legal fees in connection with class-action litigation and the SEC inquiry. The Company's management and board of directors utilize these non-GAAP financial measures to evaluate the Company's performance. The Company provides these non-GAAP measures of the Company's performance to investors because management believes that these non-GAAP financial measures, when viewed with the Company's results under GAAP and the accompanying reconciliations, are useful in identifying underlying trends in ongoing operations. However, non-GAAP net loss attributable to ordinary shares, non-GAAP cost of revenue, non-GAAP research and development expenses, non-GAAP sales and marketing expenses and non-GAAP general and administrative expenses are not measures of financial performance under GAAP and, accordingly, should not be considered as alternatives to GAAP measures as indicators of operating performance. Further, non-GAAP net loss attributable to ordinary shares, non-GAAP cost of revenue, non-GAAP research and development expenses, non-GAAP sales and marketing expenses and non-GAAP general and administrative expenses should not be considered measures of the Company's liquidity. A reconciliation of certain GAAP to non-GAAP financial measures has been provided in the tables included in this press release.

**NANO-X IMAGING LTD.**  
**UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS**  
(U.S. dollars in thousands except share and per share data)

<b>Assets</b>	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 40,331	\$ 66,645
Marketable Securities - short term	47,706	22,066
Accounts receivables net of allowance for credit losses of \$16 and \$137 thousand as of September 30, 2022 and December 31, 2021, respectively.	1,121	1,051
Prepaid expenses	103	3,129
Other current assets	1,349	1,966
<b>TOTAL CURRENT ASSETS</b>	<b>90,610</b>	<b>94,857</b>
<b>NON-CURRENT ASSETS:</b>		
Restricted cash	65	127
Property and equipment, net	44,079	37,435
Operating lease right-of-use asset	1,288	1,725
Marketable Securities - long term	29,023	67,845
Intangible Assets	93,868	101,826
Goodwill	43,960	58,298
Other non-current assets	2,793	1,057
<b>TOTAL NON-CURRENT ASSETS</b>	<b>215,076</b>	<b>268,313</b>
<b>TOTAL ASSETS</b>	<b>305,686</b>	<b>363,170</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	5,588	3,134
Accrued expenses	2,628	3,611
Loan from a Government Agency	145	145
Deferred revenue	626	247
Contingent short term earnout liability	30,654	42,471
Current maturities of operating leases	281	881
Other current liabilities	3,670	2,262
<b>TOTAL CURRENT LIABILITIES</b>	<b>43,592</b>	<b>52,751</b>
<b>NON-CURRENT LIABILITIES:</b>		
Non-current operating lease liabilities	1,008	950
Long-term loan	3,481	3,796
Non-current deferred revenue	6	415
Contingent long-term earnout liability	5,375	5,814
Deferred tax liability	4,338	7,063
Other long-term liabilities	54	233
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>14,262</b>	<b>18,271</b>
<b>TOTAL LIABILITIES</b>	<b>57,854</b>	<b>71,022</b>
<b>SHAREHOLDERS' EQUITY:</b>		
Ordinary Shares, par value NIS 0.01 per share, 100,000,000 authorized at September 30, 2022 and December 31 2021, 52,266,474 and 51,791,441 issued and outstanding at September 30, 2022 and December 31 2021, respectively	150	149
Additional paid-in capital	456,761	438,820
Accumulated other comprehensive deficit	(2,459)	(607)
Accumulated deficit	(206,620)	(146,214)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>247,832</b>	<b>292,148</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>305,686</b>	<b>363,170</b>

**NANO-X IMAGING LTD.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
(U.S. dollars in thousands except share and per share data)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2022	2021	2022	2021
<b>REVENUE</b>	6,446	-	2,438	-
<b>COST OF REVENUE</b>	11,579	-	3,897	-
<b>GROSS LOSS</b>	(5,133)	-	(1,459)	-
<b>OPERATING EXPENSES:</b>				
Research and development	19,412	10,760	6,089	3,708
Sales and marketing	2,882	5,093	698	1,529
General and administrative	33,069	23,790	10,630	8,238
Goodwill impairment	14,338	-	-	-
Change in obligation in connection of acquisitions	(11,303)	-	953	-
Other expense	423	-	-	-
<b>TOTAL OPERATING EXPENSES</b>	58,821	39,643	18,370	13,475
<b>OPERATING LOSS</b>	(63,954)	(39,643)	(19,829)	(13,475)
<b>FINANCIAL INCOME (EXPENSES), net</b>	902	(120)	305	6
<b>OPERATING LOSS BEFORE INCOME TAXES</b>	(63,052)	(39,763)	(19,524)	(13,469)
<b>INCOME TAX BENEFIT</b>	2,646	-	398	-
<b>NET LOSS</b>	(60,406)	(39,763)	(19,126)	(13,469)
<b>BASIC AND DILUTED LOSS PER SHARE</b>	(1.16)	(0.84)	(0.37)	(0.28)
<b>Weighted average number of basic and diluted shares of common stock outstanding (in thousands)</b>	52,180	47,486	52,276	47,851
<b>Comprehensive Loss:</b>				
Net Loss	(60,406)	(39,763)	(19,126)	(13,469)
Other comprehensive loss:				
Unrealized loss from available- for-sale securities	(1,852)	(190)	(254)	(74)
<b>Total comprehensive loss</b>	(62,258)	(39,953)	(19,380)	(13,543)

**NANO-X IMAGING LTD.**  
**UNAUDITED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(U.S. dollars in thousands, except share and per share data)

	Ordinary shares		Additional paid-in capital	Accumulated other comprehensive deficit	Accumulated deficit	Total
	Number of shares	Amount				
	<b>U.S. Dollars in thousands</b>					
<b>BALANCE AT JANUARY 1, 2022</b>	51,791,441	149	438,820	(607)	(146,214)	292,148
<b>Changes during the period:</b>						
Issuance of ordinary shares upon exercise of options under the ESOP Plan	192,820	*	280	-	-	280
Other comprehensive loss	-	-	-	(1,852)	-	(1,852)
Issuance of ordinary shares upon achievement of a milestone	89,286	*	953	-	-	953
Issuance of ordinary shares upon exercise of warrants	192,927	1	369	-	-	370
Share-based compensation	-	-	16,339	-	-	16,339
Net loss for the period	-	-	-	-	(60,406)	(60,406)
<b>BALANCE AT SEPTEMBER 30, 2022</b>	<u>52,266,474</u>	<u>150</u>	<u>456,761</u>	<u>(2,459)</u>	<u>(206,620)</u>	<u>247,832</u>

\* Less than \$1.

	Ordinary shares		Additional paid-in capital	Accumulated other comprehensive deficit	Accumulated deficit	Total
	Number of shares	Amount				
	<b>U.S. Dollars in thousands</b>					
<b>BALANCE AT JULY 1, 2022</b>	52,214,721	150	451,825	(2,205)	(187,494)	262,276
<b>Changes during the period:</b>						
Issuance of ordinary shares upon exercise of options under the ESOP Plan	51,753	-	125	-	-	125
Other comprehensive loss	-	-	-	(254)	-	(254)
Share-based compensation	-	-	4,811	-	-	4,811
Net loss for the period	-	-	-	-	(19,126)	(19,126)
<b>BALANCE AT SEPTEMBER 30, 2022</b>	<u>52,266,474</u>	<u>150</u>	<u>456,761</u>	<u>(2,459)</u>	<u>(206,620)</u>	<u>247,832</u>

**NANO-X IMAGING LTD.**  
**UNAUDITED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**(Unaudited)**

(U.S. dollars in thousands, except share and per share data)

	Ordinary shares		Additional paid-in capital	Accumulated other comprehensive deficit	Accumulated deficit	Total
	Number of shares	Amount				
<b>U.S. Dollars in thousands</b>						
<b>BALANCE AT JANUARY 1, 2021</b>	46,100,173	131	315,031	-	(84,416)	230,746
<b>Changes during the period:</b>						
Issuance of ordinary shares upon exercise of options under the ESOP Plan	1,073,413	3	3,271	-	-	3,274
Issuance of ordinary shares upon exercise of warrants	704,133	2	118	-	-	120
Share-based compensation	-	-	13,963	-	-	13,963
Other comprehensive income	-	-	-	(190)	-	(190)
Net loss for the period	-	-	-	-	(39,763)	(39,763)
<b>BALANCE AT SEPTEMBER 30, 2021</b>	<u>47,877,719</u>	<u>136</u>	<u>332,383</u>	<u>(190)</u>	<u>(124,179)</u>	<u>208,150</u>

\* Less than \$1.

	Ordinary shares		Additional paid-in capital	Accumulated other comprehensive deficit	Accumulated deficit	Total
	Number of shares	Amount				
<b>U.S. Dollars in thousands</b>						
<b>BALANCE AT JULY 1, 2021</b>	47,834,457	136	327,854	(116)	(110,710)	217,164
<b>Changes during the period:</b>						
Issuance of ordinary shares upon exercise of options under the ESOP Plan	7,790	*	45	-	-	45
Issuance of ordinary shares upon exercise of warrants	35,472	*	47	-	-	47
Share-based compensation	-	-	4,437	-	-	4,437
Other comprehensive income	-	-	-	(74)	-	(74)
Net loss for the period	-	-	-	-	(13,469)	(13,469)
<b>BALANCE AT SEPTEMBER 30, 2021</b>	<u>47,877,719</u>	<u>136</u>	<u>332,383</u>	<u>(190)</u>	<u>(124,179)</u>	<u>208,150</u>

\* Less than \$1.

**NANO-X IMAGING LTD.**  
**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(U.S. dollars in thousands)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss for the period	(60,406)	(39,763)
<b>Adjustments required to reconcile net loss to net cash used in operating activities:</b>		
Share-based compensation	16,339	13,963
Amortization of intangible assets	7,958	-
Impairment of goodwill	14,338	-
Depreciation	626	390
Interest income due to a long-term loan	(315)	-
Deferred income taxes	(2,725)	-
Interest income net of amortization of premium on marketable securities, net	(568)	(117)
Impairment of property and equipment	133	174
<b>Changes in Operating Assets and Liabilities:</b>		
Accounts receivable	(70)	-
Prepaid expenses and other current assets	3,663	5,184
Other non-current assets	(726)	155
Accounts payable	2,438	807
Accrued expenses and other liabilities	425	768
Operating lease assets and liabilities	(105)	(16)
Change in contingent earnout liability	(11,303)	-
Deferred revenue	(30)	-
Other long-term liabilities	(179)	(298)
Net cash used in operating activities	<u>(30,507)</u>	<u>(18,753)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(7,387)	(17,246)
Investment in marketable securities	-	(102,813)
Proceeds from the sale of marketable securities	11,898	-
Cash paid in advance for business combinations	-	(3,750)
Investment in equity securities	(1,010)	-
Net cash provided by (used in) investing activities	<u>3,501</u>	<u>(123,809)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from long term loan	-	2,954
Proceeds from issuance of ordinary shares upon exercise of warrants	370	120
Proceeds from issuance of ordinary shares upon exercise of options	260	3,261
Net cash provided by financing activities	<u>630</u>	<u>6,335</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH</b>	<u>(26,376)</u>	<u>(136,227)</u>
<b>CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT BEGINNING OF THE PERIOD</b>	<u>66,772</u>	<u>213,784</u>
<b>CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AT END OF THE PERIOD</b>	<u>40,396</u>	<u>77,557</u>
<b>SUPPLEMENTARY INFORMATION ON ACTIVITIES NOT INVOLVING CASH FLOWS -</b>		
Purchase of property and equipment, not yet paid	16	60
Operating lease liabilities arising from obtaining operating right-of use assets	-	226
Ordinary shares issued due to exercise of warrants and options	20	13

**UNAUDITED RECONCILIATION OF GAAP AND NON-GAAP RESULTS**

**(U.S. dollars in thousands (except per share data))**

**Use of Non-GAAP Financial Measures**

The unaudited condensed consolidated financial information is prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company uses non-GAAP net loss attributable to ordinary shareholders. Non-GAAP net loss attributable to ordinary shareholders is net loss attributable to ordinary shareholders excluding change in obligation in connection of acquisitions, impairment of goodwill, amortization of intangible assets, share-based compensation expenses, legal fees in connection with class-action litigation and the SEC inquiry and secondary offering expenses. The Company believes that separate analysis and exclusion of the one-off or non-cash impact of the above reconciling items (as applicable) adds clarity to the constituent parts of its performance. The Company reviews these non-GAAP financial measures together with GAAP financial measures to obtain a better understanding of its operating performance. It uses the non-GAAP financial measures for planning, forecasting and measuring results against the forecast. The Company believes that the non-GAAP financial measures are useful supplemental information for investors and analysts to assess its operating performance.

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2022	2021	2022	2021
<b>GAAP net loss attributable to ordinary shares</b>	60,406	39,763	19,126	13,469
Non-GAAP adjustments:				
Less: Class-action litigation and SEC inquiry	5,225	665	2,642	604
Less: Amortization of intangible assets	7,958	-	2,654	-
Less: Impairment of goodwill	14,338	-	-	-
Add: Change in obligation in connection of acquisitions	(11,303)	-	953	-
Less: Secondary offering expenses	-	981	-	-
Less: Share-based compensation	16,339	13,963	4,811	4,437
<b>Non-GAAP net loss attributable to ordinary shares</b>	<u>27,849</u>	<u>24,154</u>	<u>8,066</u>	<u>8,428</u>
<b>BASIC AND DILUTED LOSS PER SHARE</b>	<u>0.53</u>	<u>0.51</u>	<u>0.15</u>	<u>0.18</u>
<b>WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (in thousands)</b>	<u>52,180</u>	<u>47,486</u>	<u>52,276</u>	<u>47,851</u>

**Reconciliation of GAAP cost of revenue to Non-GAAP cost of revenue (U.S. dollars in thousands)**

<b>GAAP cost of revenue</b>	11,579	-	3,897	-
Non-GAAP adjustments:				
Amortization of intangible assets	7,668	-	2,557	-
Share-based compensation	81	-	25	-
<b>Non-GAAP cost of revenue</b>	<u>3,830</u>	<u>-</u>	<u>1,315</u>	<u>-</u>

**Reconciliation of GAAP research and development expenses to Non-GAAP research and development expenses (U.S. dollars in thousands)**

<b>GAAP research and development expenses</b>	19,412	10,760	6,089	3,708
Non-GAAP adjustments:				
Share-based compensation	3,879	2,257	1,093	702
<b>Non-GAAP research and development expenses</b>	<u>15,533</u>	<u>8,503</u>	<u>4,996</u>	<u>3,006</u>

**Reconciliation of GAAP sales and marketing expenses to Non-GAAP sales and marketing expenses (U.S. dollars in thousands)**

<b>GAAP sales and marketing expenses</b>	2,882	5,093	698	1,529
Non-GAAP adjustments:				
Amortization of intangible assets	290	-	97	-
Share-based compensation	663	1,933	229	525
<b>Non-GAAP sales and marketing expenses</b>	<u>1,929</u>	<u>3,160</u>	<u>372</u>	<u>1,004</u>

**Reconciliation of GAAP general and administrative expenses to Non-GAAP general and administrative expenses (U.S. dollars in thousands)**

<b>GAAP general and administrative expenses</b>	33,069	23,790	10,630	8,238
Non-GAAP adjustments:				
Class-action litigation and SEC inquiry	5,225	665	2,642	604
Secondary offering expenses	-	981	-	-
Share-based compensation	11,716	9,773	3,464	3,210
<b>Non-GAAP general and administrative expenses</b>	<u>16,128</u>	<u>12,371</u>	<u>4,524</u>	<u>4,424</u>