

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): November 8, 2024 (November 8, 2024)

Volcon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40867
(Commission
File Number)

84-4882689
(I.R.S. Employer
Identification Number)

3121 Eagles Nest Street, Suite 120
Round Rock, TX 78665
(Address of principal executive offices and zip code)

(512) 400-4271
(Registrant's telephone number, including area code)

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)).

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 \$0.00001 per share	VLCN	NASDAQ

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Company's annual meeting of stockholders held on November 1, 2024, the stockholders of the Company approved, among other items, an amendment to the Company's amended and restated certificate of incorporation (the "Amendment") to effect a reverse stock split at a ratio in the range of 1-for-2 to 1-for-30, with such ratio to be determined in the discretion of the Company's board of directors and with such reverse stock split to be effected at such time and date, if at all, as determined by the Company's board of directors in its sole discretion prior to the one-year anniversary of the annual meeting.

Pursuant to such authority granted by the Company's stockholders, the Company's board of directors approved a one-for-eight (1:8) reverse stock split (the "Reverse Stock Split") of the Company's common stock and the filing of the Amendment to effectuate the Reverse Stock Split. The Amendment was filed with the Secretary of State of the State of Delaware and the Reverse Stock Split will become effective in accordance with the terms of the Amendment at 11:59 p.m. Eastern Time on November 8, 2024 (the "Effective Time"). The Amendment provides that, at the Effective Time, every eight shares of the Company's issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share, which will remain \$0.00001.

As a result of the Reverse Stock Split, the number of shares of common stock outstanding will be reduced from approximately 4.49 million shares to approximately 0.56 million shares, and the number of authorized shares of common stock will remain at 250 million shares. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all outstanding stock options and certain warrants, which will result in a proportional decrease in the number of shares of the Company's common stock reserved for issuance upon exercise or vesting of such stock options and certain warrants, and a proportional increase in the exercise price of all such stock options and certain warrants. In addition, the number of shares reserved for issuance under the Company's equity compensation plan immediately prior to the Effective Time will be reduced proportionately.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will be entitled to the rounding up of the fractional share to the nearest whole number. The share amounts set forth in the above paragraph do not take into account any additional shares that may be issuable in connection with the foregoing treatment of fractional shares.

The Company's common stock is expected to begin trading on a Reverse Stock Split-adjusted basis on The Nasdaq Capital Market at the open of the markets on November 11, 2024. The trading symbol for the common stock will remain "VLCN." The Company's post-Reverse Stock Split common stock has a new CUSIP number (CUSIP No. 92864V509), but the par value and other terms of the common stock are not affected by the Reverse Stock Split.

The summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On, November 7, 2024, the Company issued a press release to announce that it is filing a certificate of amendment to its articles of incorporation with the Secretary of State of the State of Delaware to effect a 1-for-8 reverse stock split of its common stock. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated by reference herein.

The table below sets forth the impact of the Reverse Stock Split on the Company's net loss per common share – basic and diluted; weighted average common shares outstanding – basic and diluted; and shares issued and outstanding, for the years ended December 31, 2023 and 2022; and the three months ended March 31, 2024 and 2023, three and six months ended June 30, 2024 and 2023, and the three and nine months ended September 30, 2023 and 2022.

	PRE SPLIT (1)		POST SPLIT	
	YEAR ENDED DECEMBER 31,		YEAR ENDED DECEMBER 31,	
	2023	2022	2023	2022
Net loss	\$ (45,071,210)	\$ (34,235,405)	\$ (45,071,210)	\$ (34,235,405)
Net loss per common share - basic	\$ (23,437.97)	\$ (32,512.26)	\$ (187,796.71)	\$ (259,359.13)
Net loss per common share - diluted	\$ (23,437.97)	\$ (32,512.26)	\$ (187,796.71)	\$ (259,359.13)
Weighted average common shares outstanding - basic	1,923	1,053	240	132
Weighted average common shares outstanding - diluted	1,923	1,053	240	132

	PRE SPLIT (1)		POST SPLIT	
	3 MONTHS ENDED MARCH 31,		3 MONTHS ENDED MARCH 31,	
	2024	2023	2024	2023
Net loss	\$ (26,048,044)	\$ (7,299,469)	\$ (26,048,044)	\$ (7,299,469)
Net loss per common share - basic	\$ (326.89)	\$ (6,696.76)	\$ (2,615.00)	\$ (53,672.57)
Net loss per common share - diluted	\$ (326.89)	\$ (6,696.76)	\$ (2,615.00)	\$ (53,672.57)
Weighted average common shares outstanding - basic	79,685	1,090	9,961	136
Weighted average common shares outstanding - diluted	79,685	1,090	9,961	136

	PRE SPLIT (2)		POST SPLIT	
	3 MONTHS ENDED JUNE 30,		3 MONTHS ENDED JUNE 30,	
	2024	2023	2024	2023
Net loss	\$ (606,418)	\$ (23,028,194)	\$ (606,418)	\$ (23,028,194)
Net loss per common share - basic	\$ (1.51)	\$ (19,110.53)	\$ (12.07)	\$ (152,504.60)
Net loss per common share - diluted	\$ (1.51)	\$ (19,110.53)	\$ (12.07)	\$ (152,504.60)
Weighted average common shares outstanding - basic	401,802	1,205	50,225	151
Weighted average common shares outstanding - diluted	401,802	1,205	50,225	151

	PRE SPLIT (2)		POST SPLIT	
	6 MONTHS ENDED JUNE 30,		6 MONTHS ENDED JUNE 30,	
	2024	2023	2024	2023
Net loss	\$ (26,654,462)	\$ (30,327,663)	\$ (26,654,462)	\$ (30,327,663)
Net loss per common share - basic	\$ (110.71)	\$ (26,417.82)	\$ (885.68)	\$ (210,608.77)
Net loss per common share - diluted	\$ (110.71)	\$ (26,417.82)	\$ (885.68)	\$ (210,608.77)
Weighted average common shares outstanding - basic	240,759	1,148	30,095	144
Weighted average common shares outstanding - diluted	240,759	1,148	30,095	144

	PRE SPLIT (2)		POST SPLIT (2)	
	3 MONTHS ENDED SEPTEMBER 30,		3 MONTHS ENDED SEPTEMBER 30,	
	2024	2023	2024	2023
Net loss	\$ (11,327,896)	\$ (7,899,184)	\$ (11,327,896)	\$ (7,899,184)
Net loss per common share - basic	\$ (82.72)	\$ (73.00)	\$ (66,245.01)	\$ (58,512.47)
Net loss per common share - diluted	\$ (82.72)	\$ (73.00)	\$ (66,245.01)	\$ (58,512.47)
Weighted average common shares outstanding - basic	136,947	108,201	171	135
Weighted average common shares outstanding - diluted	136,947	108,201	171	135

	PRE SPLIT (2)		POST SPLIT (2)	
	9 MONTHS ENDED SEPTEMBER 30,		9 MONTHS ENDED SEPTEMBER 30,	
	2024	2023	2024	2023
Net loss	\$ (41,655,559)	\$ (26,437,991)	\$ (41,655,559)	\$ (26,437,991)
Net loss per common share - basic	\$ (340.66)	\$ (253.62)	\$ (272,258.53)	\$ (203,369.16)
Net loss per common share - diluted	\$ (340.66)	\$ (253.62)	\$ (272,258.53)	\$ (203,369.16)
Weighted average common shares outstanding - basic	122,279	104,241	153	130
Weighted average common shares outstanding - diluted	122,279	104,241	153	130

- (1) The pre-split amounts represent the amounts reported in the Company's Form 8-K filed on June 7, 2024.
- (2) The pre-split amounts represent the amounts reported in the Company's Quarterly Report on Form 10-Q for the respective periods.
- (3) The pre-split amounts represent the amounts reported in the Company's Form 8-K filed on February 5, 2024. The post split amounts include the effects of the 1 for 100 reverse stock split completed on June 5, 2024 and the effects of the 1 for 8 reverse stock split completed on November 8, 2024.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
3.1	Amendment to Amended and Restated Certificate of Incorporation of Volcon, Inc.
99.1	Press release dated November 7, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Volcon, Inc.
(Registrant)

Date: November 8, 2024

/s/ Greg Endo
Greg Endo
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VOLCON, INC.**

Volcon, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”) for the purpose of amending its Amended and Restated Certificate of Incorporation in accordance with the General Corporation Law of the State of Delaware, does hereby make and execute this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, and does hereby certify that:

1. The Board of Directors of the Corporation (the “Board”), acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending Article IV, subsection 4.1 of its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), so that effective upon the effective time of this Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, every eight (8) shares of the Corporation’s common stock, par value \$0.00001 per share (hereinafter the “Common Stock”), issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the “Reverse Stock Split”) and without increasing or decreasing the authorized number of shares of Common Stock (which shall be Two Hundred Fifty Million (250,000,000) shares of Common Stock, par value \$0.00001 per share, authorized) or the Corporation’s preferred stock (which shall be Five Million (5,000,000) shares of preferred stock, par value \$0.00001 per share, authorized (hereinafter the “Preferred Stock”)); provided, however, no fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split, and instead, the Corporation shall issue one full share of post-Reverse Stock Split Common Stock to any stockholder who would have been entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split. The Reverse Stock Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent.

2. Thereafter, pursuant to a resolution of the Board, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendment.

3. The foregoing amendment has been duly adopted by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

4. This amendment shall be effective as of 11:59 p.m., Eastern Time, on November 8, 2024.

IN WITNESS WHEREOF, I have signed this Certificate on this 6th day of November 2024.

VOLCON, INC.

By: /s/ Greg Endo
Name: Greg Endo
Title: Chief Financial Officer

Volcon Announces Reverse Stock Split

AUSTIN, Texas, November 7, 2024 (GLOBE NEWSWIRE) -- Volcon Inc. (NASDAQ: VLCN), ("Volcon" or the "Company"), the first all-electric, off-road powersports company, today announced that it filed an amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Delaware to effect a 1-for-8 reverse stock split of its common stock. The reverse stock split will take effect at 11:59 pm (Eastern Time) on November 8, 2024, and the Company's common stock will open for trading on The Nasdaq Capital Market on November 11, 2024 on a post-split basis, under the existing ticker symbol "VLCN" but with a new CUSIP number 92864V509.

As a result of the reverse stock split, every 8 shares of the Company's common stock issued and outstanding prior to the opening of trading on November 11, 2024 will be consolidated into one issued and outstanding share, with no change in the nominal par value per share of \$0.00001. No fractional shares will be issued as a result of the reverse stock split. Each stockholder of record who would otherwise be entitled to receive a fractional share will be entitled to the rounding up of the fractional share to the nearest whole number.

As a result of the reverse stock split, the number of shares of common stock outstanding will be reduced from approximately 4.49 million shares to approximately 0.56 million shares, and the number of authorized shares of common stock will remain at 250 million shares. In addition, the number of shares reserved for issuance under the Company's equity compensation plan immediately prior to the reverse stock split will be reduced proportionately.

About Volcon

Based in the Austin, Texas area, Volcon was founded as the first all-electric power sports company producing high-quality and sustainable electric vehicles for the outdoor community. Volcon electric vehicles are the future of off-roading, not only because of their environmental benefits but also because of their near-silent operation, which allows for a more immersive outdoor experience.

Volcon's vehicle roadmap includes both motorcycles and UTVs. Its first product, the innovative Grunt, began shipping to customers in late 2021 and combines a fat-tired physique with high-torque electric power and a near-silent drive train. The Volcon Grunt EVO, an evolution of the original Grunt with a belt drive, an improved suspension, and seat, began shipping to customers in October 2023. The Brat is Volcon's first foray into the wildly popular eBike market for both on-road and off-road riding and is currently being delivered to dealers across North America. In 2024, Volcon entered the rapidly expanding LUV and UTV market and shipped its first production MN1 unit in October 2024. The new MN1 and HF1 products empower the driver to explore the outdoors in a new and unique way that gas-powered units cannot. They offer the same thrilling performance of a standard LUV / UTV without the noise (or pollution), allowing the driver to explore the outdoors with all their senses.

Volcon Contacts

For Media: media@volcon.com

For Dealers: dealers@volcon.com

For Investors: investors@volcon.com

For Marketing: marketing@volcon.com

For more information on Volcon or to learn more about its complete motorcycle and side-by-side line-up, visit: www.volcon.com

Forward-Looking Statements

Some of the statements in this release are forward-looking statements, which involve risks and uncertainties. Forward-looking statements in this press release include, without limitation, the timing and completion of the reverse split. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. The Company has attempted to identify forward-looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "projects," "intends," "potential," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors. Any forward-looking statements contained in this release speak only as of its date. The Company undertakes no obligation to update any forward-looking statements contained in this release to reflect events or circumstances occurring after its date or to reflect the occurrence of unanticipated events. More detailed information about the risks and uncertainties affecting the Company is contained under the heading "Risk Factors" in the Company's Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC, which are available on the SEC's website, www.sec.gov.

SOURCE: Volcon ePowersports, Inc.