

**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**

December 15, 2025
Date of Report (date of earliest event reported)

Momentum Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-39128
(Commission File Number)

84-1905538
(I.R.S. Employer Identification No.)

**3901 N. First Street
San Jose, California**
(Address of Principal Executive Offices)

95134
(Zip Code)

(650) 564-7820
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(g) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock	MNTS	The Nasdaq Stock Market LLC
Warrants	MNTSW	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders

On December 3, 2025, the Board of Directors (the “Board”) of Momentus Inc., a Delaware corporation (the “Company”) approved a reverse stock split of the Company’s issued and outstanding shares of Class A Common Stock, \$0.00001 par value per share (the “Common Stock”), at a ratio of 1-for-17.85 (the “Reverse Stock Split”). The Reverse Stock Split will be effective as of 5:00 p.m. Eastern Time on Wednesday, December 17, 2025 (the “Effective Date”), with the Common Stock trading on the Nasdaq Capital Market on a reverse-split adjusted basis under the Company’s existing trading symbol, “MNTS,” at the market open on Thursday, December 18, 2025.

Reason for the Reverse Stock Split

The Company is effecting the Reverse Stock Split to satisfy the \$1.00 minimum bid price requirement, as set forth in Listing Rule 5450(a)(1) (the “Minimum Bid Requirement”), for continued listing on the Nasdaq Stock Market LLC (“Nasdaq”) exchange.

Effects of the Reverse Stock Split

Effective Date; Symbol; CUSIP Number. The Reverse Stock Split becomes effective with Nasdaq and the Common Stock will begin trading on a split-adjusted basis at the open of business on the day following the Effective Date. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 60879E408. The trading symbol for the Company, MNTS, will not be changed.

Split Adjustment; Treatment of Fractional Shares. On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company will be converted automatically into (i) the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split divided by (ii) seventeen and eighty-five hundredths (17.85). Any fractional share of Common Stock that would otherwise result from the Reverse Stock Split will be rounded to a whole share and, as such, any stockholder who otherwise would have held a fractional share after giving effect to the Reverse Stock Split will instead hold one whole share of the post-Reverse Stock Split Common Stock after giving effect to the Reverse Stock Split. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split. The Company intends to treat stockholders holding shares of Common Stock in “street name” (that is, held through a bank, broker or other nominee) in the same manner as stockholders of record whose shares of Common Stock are registered in their names. Banks, brokers or other nominees will be instructed to effect the Reverse Stock Split for their beneficial holders holding shares of our Common Stock in “street name;” however, these banks, brokers or other nominees may apply their own specific procedures for processing the Reverse Stock Split.

Also on the Effective Date, all options, warrants and other convertible securities of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted by dividing the number of shares of Common Stock into which the options, warrants and other convertible securities are exercisable or convertible by 17.85 and multiplying the exercise or conversion price thereof by seventeen and eighty-five hundredths (17.85), all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding to the nearest whole share. Such proportional adjustments will also be made to the number of shares and restricted stock units issued and issuable under the Company’s equity compensation plan.

Certificated and Non-Certificated Shares. Stockholders who are holding their shares in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

After the Reverse Stock Split becomes effective, stockholders holding paper certificates may (but are not required to) send the certificates to the Company's transfer agent and registrar, Continental Stock Transfer & Trust Company ("Continental") at the address set forth below. Continental will issue a new stock certificate reflecting the Reverse Stock Split to each requesting stockholder. Continental can be contacted at (212) 509-4000 and (800) 509-5586.

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, New York 10004

Certificate of Amendment. The Company will effect the Reverse Stock Split pursuant to the Company's filing of a certificate of amendment to the Company's certificate of incorporation (the "Certificate") with the Delaware Secretary of State effective 5:00 p.m. Eastern Time, on December 17, 2025, in accordance with Delaware law. A copy of the Certificate is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Stockholder Approval. At the Company's Special Meeting held on September 17, 2025, the stockholders approved a proposal to grant the Board of Directors discretion to implement a reverse stock split in a range of one-for-five (1-for-5) up to one-for-seventeen and eighty-five hundredths (1-for-17.85). As such the Reverse Stock Split was approved in accordance with Delaware law.

Capitalization. As of December 1, 2025, there were 24,939,640 shares of Common Stock outstanding. As a result of the Reverse Stock Split, there will be approximately 1,397,179 shares of Common Stock outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The Reverse Stock Split will not have any effect on the stated par value of the Common Stock. The total number of the Company's authorized shares of Common Stock and Preferred Stock shall not be affected by the foregoing.

Immediately after the Reverse Stock Split, each stockholder's relative ownership in the interest in the Company and proportional voting power will remain virtually unchanged except for minor changes and adjustments that will result from rounding fractional shares into whole shares.

Item 5.03 Amendments to Articles of Incorporation or Bylaws

The information set forth in Item 3.03 of this Current Report on Form 8-K with respect to the Company's certificate of amendment to the Company's certificate of incorporation effecting the Reverse Stock Split is incorporated by reference into Item 5.03 of this Current Report on Form 8-K.

Item 8.01 Other Events.

On December 15, 2025, the Company issued a press release, a copy of which is furnished as Exhibit 99.2 hereto and incorporated by reference into this Item 8.01, announcing that the Company has cancelled its 2025 Special Meeting of Stockholders (the "Special Meeting"), which was originally scheduled to be held on November 24, 2025, but was adjourned to December 15, 2025 due to lack of quorum.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
---------------------------	----------------------------

- | | |
|----------------------|---|
| 3.1 | Form of Third Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Momentus Inc. |
| 99.1 | Press Release, dated December 15, 2025, issued by the Company. |
| 99.2 | Press Release, dated December 15, 2025, issued by the Company. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |
-

SIGNATURE

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.

By: /s/ Lon Ensler
Name: Lon Ensler
Title: Chief Financial Officer

Dated: December 15, 2025

**THIRD CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED
OF
MOMENTUS INC.**

MOMENTUS INC. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

FIRST: This Third Certificate of Amendment amends the provisions of the Corporation's Second Amended and Restated Certificate of Incorporation, as amended and filed with the Secretary of State of the State of Delaware (the "Second Amended and Restated Certificate of Incorporation").

SECOND: Upon the filing and effectiveness (the "Effective Time") pursuant to the DGCL of this Third Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation, each seventeen and eighty-five hundredths (17.85) shares of the Corporation's Class A Common Stock, \$0.00001 par value per share ("Class A Common Stock"), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split").

THIRD: No certificates representing fractional shares of Class A Common Stock shall be issued in connection with the Reverse Stock Split. Each stockholder who otherwise would be entitled to receive a fractional share of Class A Common Stock as a result of the Reverse Stock Split shall instead receive in lieu thereof one (1) full share of Class A Common Stock.

FOURTH: This Third Certificate of Amendment shall become effective as of December 17, 2025, at 5:00 p.m. eastern time.

FIFTH: This Third Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Third Certificate of Amendment to be duly executed in its corporate name as of the 15th day of December, 2025.

By: /s/ Jon Layman
Name: Jon Layman
Title: Authorized Officer



Momentus Inc. Announces Cancellation of 2025 Special Meeting of Stockholders

SAN JOSE, CA – December 15, 2025 – Momentus Inc. (NASDAQ: MNTS) (“Momentus” or the “Company”), a U.S. commercial space company that offers orbital transportation and in-space infrastructure services, has cancelled the Company’s special meeting of stockholders that was originally scheduled for November 24, 2025, but was adjourned due to a lack of quorum until December 15, 2025.

About Momentus Inc.

Momentus is a U.S. commercial space company that offers commercial satellite buses, in-space infrastructure services, including in-space transportation, hosted payloads and in-orbit services.

Forward-Looking Statements

This press release contains certain statements which may constitute “forward-looking statements” for purposes of the federal securities laws. Forward-looking statements include, but are not limited to, statements regarding management’s expectations, hopes, beliefs, intentions or strategies regarding the future, projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, and are not guarantees of future performance. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Momentus’ control. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to risks and uncertainties included under the heading “Risk Factors” in the Annual Report on Form 10-K filed by the Company on April 1, 2025, as amended on April 9, 2025, as such factors may be updated from time to time in our other filings with the Commission, accessible on the Commission’s website at www.sec.gov and the Investor Relations section of our website at investors.momentus.space. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

For media inquiries:

press@momentus.space

For investor relations inquiries:

investors@momentus.space



Momentum Inc. Announces Reverse Stock Split

SAN JOSE, CA – December 15, 2025 – Momentum Inc. (NASDAQ: MNTS) (“Momentum” or the “Company”), a U.S. commercial space company that offers satellite buses, transportation and other in-space infrastructure services, today announced it has effectuated a 1-for-17.85 reverse stock split (the “Reverse Stock Split”) of its Class A common stock (the “Common Stock”) that will become effective on December 17, 2025 at 5:00 p.m. Eastern Time. The Company’s Common Stock will continue to trade on the Nasdaq Global Select Market (“Nasdaq”) under the symbol “MNTS” and will begin trading on a split-adjusted basis at the opening of the market on December 18, 2025. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 60879E408.

The Reverse Stock Split was approved by the Company’s stockholders at the special meeting of the stockholders on September 17, 2025. As a result of the Reverse Stock Split, every 17.85 shares of Common Stock issued and outstanding will be automatically combined into one share of Common Stock. The Reverse Stock Split will proportionately reduce the number of outstanding shares of Common Stock from approximately 25 million shares to approximately 1.4 million shares and the ownership percentage of each stockholder will remain unchanged other than as a result of fractional shares. The Company’s public warrants trading on Nasdaq under the existing symbol “MNTSW,” and outstanding equity-based awards and shares or share units issued under the Company’s benefit plans, including applicable exercise prices, will be proportionately adjusted.

No fractional shares of Common Stock will be issued in connection with the Reverse Stock Split. Stockholders that would hold a fractional share of Common Stock as a result of the Reverse Stock Split will have such fractional shares of Common Stock rounded up to the nearest whole share of Common Stock.

To effectuate the Reverse Stock Split, the Company filed the Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation, as amended, which was accepted for filing by the Secretary of State of the State of Delaware on December 15, 2025. There will be no change to the total number of authorized shares of Common Stock as set forth in the Second Amended and Restated Certificate of Incorporation of the Company, as amended.

Among other considerations, the Reverse Stock Split is intended to maintain the Company’s compliance with the minimum bid price requirement for maintaining the listing of its Common Stock on Nasdaq, and to make the bid price more attractive to a broader group of institutional and retail investors. Nasdaq requires, among other things, that a listing company’s common stock maintain a minimum bid price of at least \$1.00 per share.

About Momentum Inc.

Momentum is a U.S. commercial space company that offers commercial satellite buses, in-space infrastructure services, including in-space transportation, hosted payloads and in-orbit services.

Forward-Looking Statements

This press release contains certain statements which may constitute “forward-looking statements” for purposes of the federal securities laws. Forward-looking statements include, but are not limited to, statements regarding management’s expectations, hopes, beliefs, intentions or strategies regarding the future, projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, and are not guarantees of future performance. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Momentum’s control. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to risks and uncertainties included under the heading “Risk Factors” in the Annual Report on Form 10-K filed by the Company on April 1, 2025, as amended on April 9, 2025, as such factors may be updated from time to time in our other filings with the Commission, accessible on the Commission’s website at www.sec.gov and the Investor Relations section of our website at investors.momentum.space. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

For media inquiries:

press@momentus.space

For investor relations inquiries:

investors@momentus.space
