

**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**

May 19, 2026
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.)

**1762 Automation Parkway
San Jose, California**
(Address of Principal Executive Offices)

95131
(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 5.07 Submission of Matters to a Vote of Security Holders.

On May 19, 2026, Momentus Inc. (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”). A quorum was present at the meeting. The final results of voting for each matter submitted to a vote of stockholders at the Annual Meeting are set forth below.

Proposal 1
Election of Two Directors

Voting results for the election of directors were as follows:

Momentum Nominees	For	Withheld	Broker Non-Votes
Chris Hadfield	892,532	22,286	1,361,297
John C. Rood	890,446	24,372	1,361,297

Accordingly, both of the Company’s nominees were elected to serve as directors of the Company until the 2029 Annual Meeting of Stockholders and until their respective successors are appointed, elected, and qualified.

Proposal 2
Ratification of Appointment of Auditors

Ratification of the appointment of Frank, Rimerman + Co. LLP as the Company’s independent registered public accounting firm for the 2026 fiscal year was approved by the following vote:

For	Against	Abstain
2,256,257	14,739	5,119

Proposal 3
Equity Incentive Plan Proposal

Approval of an amendment to the Company’s 2021 Equity Incentive Plan to increase the number of shares available for issuance thereunder was approved by the following vote:

For	Against	Abstain	Broker Non-Vote
795,227	113,598	5,993	1,361,297

Proposal 4
Evergreen Share Proposal

Approval of an amendment to the Company’s 2021 Equity Incentive Plan to increase annual evergreen percentage increase to the number of shares available for issuance thereunder was approved by the following vote:

For	Against	Abstain	Broker Non-Vote
668,009	117,635	129,174	1,361,297

Proposal 5
Say-on-Pay Proposal

Approval, on an advisory basis, of the compensation of the Company's named executive officers was approved by the following vote:

For	Against	Abstain	Broker Non-Vote
842,147	54,357	18,314	1,361,297

Proposal 6
Say-on-Pay Frequency Proposal

Approval, on an advisory basis, of the frequency of future advisory votes on the compensation of the Company's named executive officers was approved at a frequency of every "three years" by the following vote:

1 Year	2 Years	3 Years	Abstain
218,956	3,315	667,946	24,601

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibits listed on the exhibit index accompanying this Current Report on Form 8-K are furnished herewith.

Exhibit No.	Description
10.1	Second Amendment to the 2021 Equity Incentive Plan.
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.

Dated: May 22, 2026

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

SECOND AMENDMENT
TO THE
MOMENTUS INC.
2021 EQUITY INCENTIVE PLAN

THIS SECOND AMENDMENT TO THE MOMENTUS INC. 2021 EQUITY INCENTIVE PLAN (this “*Amendment*”) is effective as of May 19, 2026. Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Plan (as defined below), and all section references shall refer to the Plan.

RECITALS

WHEREAS, Momentus Inc. (the “*Company*”) currently awards long-term compensation to certain non-employee directors, employees, and consultants under its 2021 Equity Incentive Plan, as amended by that certain First Amendment dated as of May 19, 2025 (as amended, the “*Plan*”);

WHEREAS, the Plan reserves 60,260 shares of Class A common stock, on a split-adjusted basis, for issuance in connection with awards granted thereunder;

WHEREAS, the Company desires to amend the Plan to increase the number of shares of Class A common stock reserved for issuance under the Plan by 500,000 shares;

WHEREAS, this Amendment requires the approval of the Company’s stockholders;

WHEREAS, the Board has determined that it is in the best interests of the Company, subject to the approval of the Company’s stockholders at the Company’s 2026 Annual Meeting of Stockholders, to amend the Plan to increase the number of shares of Class A common stock reserved for issuance under the Plan by an additional 500,000 shares, from 60,260 shares to 560,260 shares, and to amend the Plan as set forth in this Amendment; and

WHEREAS, the Board has determined that it is in the best interests of the Company, subject to the approval of the Company’s stockholders at the Company’s 2026 Annual Meeting of Stockholders, to amend the Plan to increase the evergreen provision percentage by which the number of shares of our Class A common stock available for issuance under the Plan increases each year from 3.0% of the outstanding shares of Class A common stock on the last day of the immediately preceding fiscal year to 5.0% of the outstanding shares of Class A common stock the last day of the immediately preceding fiscal year, and to amend the Plan as set forth in this Amendment.

NOW, THEREFORE, the Plan shall be amended effective as of the date hereof as follows:

1. Paragraph 3(a) of the Plan is deleted in its entirety and replaced with the following:

(a) Stock Subject to the Plan. Subject to the provisions of Sections 3(b) and 15 of the Plan, the maximum aggregate number of Shares that may be issued under the Plan is will not exceed the sum of (i) 560,260 new Shares, plus (ii) the number of Shares subject to awards or issued under the Company’s Amended and Restated 2018 Stock Plan and Space Apprentices Enterprise Inc. 2018 Stock Plan (the “*Existing Plans*”) that otherwise would have been returned to the Existing Plans on or after the Effective Date on account of the expiration, cancellation, forfeiture or repurchase of awards granted thereunder. The Shares may be authorized, but unissued, or reacquired Common Stock. Notwithstanding the foregoing, subject to the provisions of Section 15 below, in no event shall the maximum aggregate number of Shares that may be issued under the Plan pursuant to Incentive Stock Options exceed the number set forth in this Section 3(a) plus, to the extent allowable under Section 422 of the Code and the regulations promulgated thereunder, any Shares that again become available for issuance pursuant to Sections 3(b) and 3(c).

2. Paragraph 3(b) of the Plan is deleted in its entirety and replaced with the following:

(b) Automatic Share Reserve Increase. The number of Shares available for issuance under the Plan will be increased on the first day of each Fiscal Year beginning with the 2022 Fiscal Year and ending on (and including) the first day of the 2031 Fiscal Year, in each case, in an amount equal to the lesser of (i) five percent (5.0%) of the outstanding Shares on the last day of the immediately preceding Fiscal Year and (iii) such number of Shares determined by the Board.

2. Except as modified herein, all other terms and conditions of the Plan shall remain in full force and effect. In the event of a conflict between this Amendment and the Plan, this Amendment shall control.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Plan, to be effective as of the date first written above.

MOMENTUS INC.

By: /s/ Lon Ensler

Name: Lon Ensler

Title: Chief Financial Officer
