

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

SEC FILE NUMBER
001-39128

FORM 12b-25

CUSIP NUMBER
60879E200

NOTIFICATION OF LATE FILING

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-SAR Form N-CSR

For Period Ended: March 31, 2024

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I – REGISTRANT INFORMATION

MOMENTUS INC.

Full Name of Registrant

Former Name if Applicable

3901 N. First Street

Address of Principal Executive Office (*Street and Number*)

San Jose, California 95134

City, State and Zip Code

PART II – RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III – NARRATIVE

As previously announced in a Form 12b-25 filed by Momentus Inc. (the "Company") on April 2, 2024, the Company has not yet completed the preparation of its Annual Report on Form 10-K for its 2023 fiscal year (the "Annual Report"). As a result of the ongoing work related to the preparation of the Annual Report, the Company is unable to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (the "Form 10-Q") by the prescribed filing date without unreasonable effort and expense.

PART IV – OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Paul Ney

(Name)

669

(Area Code)

293-1444

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes No

The Company has not yet filed its Annual Report on Form 10-K for the year ended December 31, 2023.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Form 10-Q will reflect certain steps the Company has taken to reduce expenses and financing transactions completed since March 31, 2024. The Company's results of operations for the three months ended March 31, 2024 will include significant impacts relating to those activities. The Company currently estimates that:

- for the three months ended March 31, 2024, the Company's net loss declined to approximately \$6.4 million from a net loss of approximately \$20.4 million for the same period in 2023 due to an increase of approximately \$1.9 million in service revenue and a reduction of approximately \$12.0 million in operating expenses in the three months ended March 31, 2024, as compared to the same period in 2023;
- the Company's weighted average shares outstanding, both basic and diluted, increased to 16,597,043 shares in the three months ended March 31, 2024, as compared to 1,751,192 for the same period in 2023, as a result of the issuance of additional shares of the Company's Class A common stock in equity financing transactions since March 31, 2023; and
- the Company's net loss per share, basic and fully diluted, declined to approximately \$0.39 per share for the three months ended March 31, 2024, as compared to approximately \$11.89 per share for the same period in 2023.

These amounts are still under review by the Company's accounting staff and its independent registered public accounting firm and may differ once reported in the Form 10-Q.

Forward-Looking Statements

Certain statements made herein are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of present or historical fact, included herein are forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding the Company's expectations regarding the Company's results of operations for the three months ended March 31, 2024, to be reported in the Form 10-Q. The words "may," "will," "anticipate," "believe," "expect," "could," "intends," "may," "might," "plan," "should," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions. For a discussion identifying additional important factors that could cause actual results to differ materially from those anticipated in the forward-looking statements, see the Company's filings with the U.S. Securities and Exchange Commission including, but not limited to, "Risk Factors" in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2022. 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.

MOMENTUS INC.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2024

Momentum Inc.

By: /s/ Paul Ney

Paul Ney
Chief Legal Officer
