

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

March 19, 2024
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Interim Chief Financial Officer

On March 25, 2024, Momentus Inc. (the “Company”), announced the appointment of Lon Ensler, age 65, as the interim Chief Financial Officer of the Company, effective on April 2, 2024.

Mr. Ensler will assume the responsibilities of current Chief Financial Officer Eric Williams, who tendered his resignation from the Company on March 19, 2024, to be effective end of day April 1, 2024.

Mr. Ensler has more than 30 years of experience as a financial executive. Since February 2019, he served as the Chief Financial Officer of Ziteo Medical, Inc., a provider of next generation molecular imaging medical devices. Prior to that, Mr. Ensler provided advisory, consulting and interim CFO services for a number of companies through his consulting firm Ensler Consulting from June 2015 through February 2019. Prior to that, Mr. Ensler served as the Chief Financial Officer of Xradia, Inc., a provider of high-tech capital equipment, from 2008 until 2015.

There are no family relationships between Mr. Ensler and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

As Interim Chief Financial Officer, Mr. Ensler will be compensated at a rate of \$340 per hour.

Item 7.01 Regulation FD Disclosure.

On March 25, 2024, the Company issued a press release regarding the management changes discussed above. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

This information and the information contained in Exhibit 99.1 is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in any such filing, regardless of any general incorporation language in the filing.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in its expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

Item 8.01 Other Events.

On March 25, 2024, 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 special meeting of the stockholders, which was originally scheduled to be held on March 15, 2024, but was adjourned to March 25, 2024 due to lack of quorum.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Exhibit Description

99.1	Press Release, dated March 25, 2024, issued by Momentus Inc.
99.2	Press Release, dated March 25, 2024, issued by Momentus Inc.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

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:	March 25, 2024	By: /s/ Paul Ney
		Name: Paul Ney
		Title: Chief Legal Officer and Corporate Secretary

Momentum Announces Chief Financial Officer Transition

SAN JOSE, Calif.--(BUSINESS WIRE)--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, welcomes new interim Chief Financial Officer (CFO) Lon Ensler to the Company.

Ensler will assume the role of interim CFO on April 2, following the departure of the Company's incumbent Chief Financial Officer, Eric Williams.

Lon Ensler brings over 30 years of financial leadership and experience to Momentum. His diverse background spans both established corporations and dynamic startups, making him an excellent fit to enable the company's growth trajectory.

Momentum CEO John Rood said, "We're thrilled to welcome Lon to our executive team. His wealth of experience at both large companies and tech startups are well suited to guide the company's growth. Lon has a strategic mindset, experience raising capital, mergers and acquisitions, and guiding financial planning and execution to enable growth."

Momentum's current Chief Financial Officer, Eric Williams, has resigned from his role effective the end of day April 1, 2024. Williams assumed the role as Momentum's Chief Financial Officer on May 11, 2023. In this role, he led the Company's accounting and financial planning and analysis group. Under his guidance, Momentum completed several transactions to raise capital, engaged with public markets investors, and prepared for future milestones.

About Momentum

Momentum is a U.S. commercial space company that offers satellite buses and in-space infrastructure services including in-space transportation, hosted payloads, and other 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 the expected closing of the offering and fulfillment of customary closing conditions, Momentum or its management team'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 March 8, 2023, as such factors may be updated from time to time in our other filings with the Securities and Exchange Commission (the "SEC"), accessible on the SEC'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.

Contacts

Momentum Contacts

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Media:

press@momentus.space

Momentum Announces Cancellation of Special Meeting of Stockholders

SAN JOSE, CA – March 25, 2024– Momentum Inc. (NASDAQ: MNTS) (“Momentum” or the “Company”), announced today that it has cancelled the Company’s special meeting of stockholders that was originally scheduled for March 15, 2024, but was adjourned due to a lack of quorum.

About Momentum Inc.

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

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