

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

January 29, 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 1.02 Termination of a Material Definitive Agreement.

On January 31, 2024, Momentus Inc. (the “Company”) was informed by the U.S. Department of the Treasury that the Company had completed all specified requirements under the National Security Agreement dated as of June 8, 2021 (the “NSA”) pursuant to which, among other things, the Company was required to comply with various requirements and compliance measures to protect national security. As a result, the NSA has been terminated in its entirety.

Item 7.01 Regulation FD Disclosure.

The following information is provided pursuant to Item 7.01 of Form 8-K, “Regulation FD Disclosure.”

On January 31, 2024, the Company issued a press release announcing the termination of the NSA. 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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release, dated January 31, 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.

By: /s/ Paul Ney

Name: Paul Ney

Title: Chief Legal Officer

Dated: February 2, 2024



Momentum Completes All Requirements of the National Security Agreement (NSA)

January 31, 2024

NSA Terminated by Committee on Foreign Investment in the United States

SAN JOSE, Calif.--(BUSINESS WIRE)--Jan. 31, 2024-- Momentum Inc. (NASDAQ: MNTS) ("Momentum" or the "Company"), a U.S. commercial space company that offers satellite buses and in-space infrastructure services including transportation, hosted payloads, and other in-orbit services, today announced that the company has been informed by the U.S. Department of the Treasury that following the Company's completing all requirements of the National Security Agreement (NSA) it entered with Momentum in July 2021 the Committee on Foreign Investment in the United States (CFIUS) has approved the Company's exit from the agreement and its termination.

"The end of the CFIUS process is an enormous positive step for Momentum that culminates more than two years of intensive work by everyone in the Company. I am incredibly appreciative not just of all of their efforts, but also of the U.S. Government's recognition that our achievements warranted ending the National Security Agreement at this time," said Momentum Chairman and Chief Executive Officer John Rood. "Momentum has now emerged from this rigorous process clear of any lingering security concerns."

"Over the course of the past two and half years, Momentum worked closely with the CFIUS Monitoring Agencies to implement a National Security Agreement. Third-party monitoring and validation occurred throughout to assess effectiveness and develop a record of performance," said Momentum Chief Security Officer Jason Garkey. "This close collaboration included divestment of the original foreign Chief Executive Officer and investors; implementing, monitoring and testing increased cybersecurity measures; and a complete zero-based review and improvement of the Company's export control program. External audits provided further confirmation that we established effective systems worthy of external scrutiny. The CFIUS process required Momentum to mature its business procedures much faster than a typical early-stage company and accelerated capability development. We view this achievement as a significant milestone and confirmation of the Company's commitment to national security."

Momentum has flown four missions, deployed 17 customer payloads, and provided hosted payload services. Last year, the Company completed initial in-space testing of its pioneering spacecraft engine that uses water as a propellant and a new kind of solar array that utilizes flexible solar cell technology. Momentum is currently working with the Space Development Agency on a Small Business Innovation and Research Contract to modify its Vigoride spacecraft for defense applications. The Company also offers its M-series satellite buses built on Vigoride's flight-proven technology.

About Momentum

Momentum is a U.S. commercial space company that offers satellite buses and in-space infrastructure services including 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 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.

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