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 27, 2025
Date of Report (date of earliest event reported)

Momentus Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39128**	**84-1905538**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

3901 N. First Street **San Jose, California**	**95134**
(Address of Principal Executive Offices)	(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.

On January 27, 2025, Paul Ney, the Chief Legal Officer and Corporate Secretary of Momentus Inc. (the "Company"), tendered his resignation from the Company, effective as of January 28, 2025, to join the Trump Administration and serve as the Deputy Counsel to the President for National Security Affairs and National Security Council Legal Advisor. The Company will announce a successor to Mr. Ney at a later date.

Item 7.01 Regulation FD Disclosure.

On January 28, 2025, 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 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Exhibit Description**
99.1	Press Release, dated January 28, 2025, 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/ Lon Ensler
Name: Lon Ensler
Dated: January 31, 2025 Title: Interim Chief Financial Officer

Exhibit 99.1



Momentus Announces Departure of Paul Ney to Join Trump Administration

SAN JOSE, Calif.--(BUSINESS WIRE)--Jan. 28, 2025-- Momentus Inc. (NASDAQ: MNTS), a U.S. commercial space company offering satellite buses, technologies, transportation, and other in-space transportation services, today announced that Paul Ney, Momentus Chief Legal Officer and Corporate Secretary, has resigned from his role effective January 27, 2025. Mr. Ney has accepted a position as the Deputy Counsel to the President for National Security Affairs and National Security Council Legal Advisor at the White House in the Trump Administration. Momentus will announce a successor for Mr. Ney at a later date.

Mr. Ney joined Momentus in September 2021 after serving as the General Counsel of the United States Department of Defense. During his tenure in the Department of Defense, the U.S. Space Force and the U.S. Space Command were established. He has nearly four decades of public service and private law practice experience. In earlier government roles, Ney was the Principal Deputy and the acting General Counsel of the United States Department of the Navy and Chief Deputy Attorney General for the State of Tennessee. He also served as Director of the Nashville Davidson County Mayor's Office of Economic and Community Development.

Before his most recent service in the Pentagon, Ney was a partner in the law firms Trauger, Ney & Tuke, and Patterson Intellectual Property Law, P.C. He is a registered patent attorney and has more than two decades of experience litigating business, intellectual property, and commercial matters.

“Paul did a superb job and guided Momentus through a range of complex legal issues,” said Momentus Chief Executive Officer John Rood. “He was instrumental in the successful implementation and sunsetting of a Committee on Foreign Investment in the United States (CFIUS) National Security Agreement and a host of other government regulatory matters. Paul played a major role in establishing Momentus as a publicly traded company. Paul displayed tremendous ability, expertise, and sage judgement at Momentus. We applaud his willingness to bring his considerable talents to serving our Nation at this key time and thank him for the great work he did at the company.”

“I am extremely proud of the accomplishments we achieved during my time at Momentus,” said Ney. “The company accomplished numerous successes in the commercial market and established a foothold in government work. I was honored to work with such a talented team.”

About Momentus

Momentus is a U.S. commercial space company that offers commercial 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 filing of the Company's Form 10-K and Form 10-Q and 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 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 June 6, 2024, as amended by that certain Annual Report on Form 10-K/A filed by the Company on September 16, 2024, 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.

Contact:

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