

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 13, 2025  
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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 13, 2025, Momentus Inc., a Delaware corporation (the “Company”), received a letter issued by Nasdaq Hearings Panel (the “Panel”) granting the Company’s request to continue its listing on The Nasdaq Capital Market (“Nasdaq”) until April 15, 2025 while the Company executes its plan to regain compliance with the requirements of Nasdaq Listing Rule 5550(b). Additionally, the Panel confirmed that the Company has regained compliance with the requirement to maintain a minimum bid price of \$1.00 per share for continued listing on Nasdaq, as set forth in Nasdaq Listing Rule 5550(a)(2), as a result of the reverse stock split the Company effected on December 12, 2024.

If the Company does not come into compliance with Nasdaq Listing Rule 5550(b) by April 15, 2025, the Company’s common stock will be subject to delisting from The Nasdaq Capital Market.

**Item 7.01 Regulation FD Disclosure.**

The Company plans to issue a press release regarding the Panel’s letter on January 16, 2025. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Information.**

On January 10, 2025, the U.S. District Court for the Northern District of California issued its final order and judgment approving the previously disclosed settlement in the matters captioned *Hanna v. Kabot, et al.*, Case No. 5:23-cv-00374 (N.D. Cal.); *Rivlin v. Kabot, et al.*, Case No. 2:23-cv-03120 (C.D. Cal.); *Lindsey v. Quiroga, et al.*, Case No. 20230674 (Del. Ch.); and the litigation demand made by Momentus stockholder, Kamal Qureshi (collectively, the “Derivative Matters”). As a result of this settlement the Company is no longer a party to any shareholder derivative litigation.

**Cautionary Statement regarding Forward-Looking Statements**

This Current Report includes “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 in this Current Report, are forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding the Company’s or its management team’s expectations, hopes, beliefs, intentions or strategies regarding the future, and projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, and are not guarantees of future performance. The words “may,” “will,” “anticipate,” “believe,” “expect,” “continue,” “could,” “estimate,” “future,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “aim,” “strive,” “predict,” “project,” “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 regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. 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 (the “SEC”) including, but not limited to, “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the “Form 10-K”), and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Form 10-K. The Company’s filings with the SEC may be accessed through the Investor Relations page of its website, [investors.momentus.space](https://investors.momentus.space), or through the website maintained by the SEC at [www.sec.gov](https://www.sec.gov). 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.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit</b>	<b>Exhibit Description</b>
<a href="#">99.1</a>	Press Release of Momentus Inc. dated January 16, 2025.
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: January 15, 2025

By: /s/ Paul Ney  
Name: Paul Ney  
Title: Chief Legal Officer and Corporate Secretary

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### Nasdaq Grants Momentus Inc. Continued Listing

SAN JOSE, Calif. (BUSINESS WIRE) — January 16, 2025 — Momentus Inc. (NASDAQ: MNTS) (the “Company” or “Momentus”), a U.S. commercial space company, announced today that the Nasdaq Hearings Panel issued a letter granting the Company’s request to continue its listing on The Nasdaq Capital Market until April 15, 2025, while the Company executes its plan to regain compliance with the requirements of Nasdaq Listing Rule 5550(b).

Additionally, the Nasdaq Hearings Panel confirmed that the Company has regained compliance with the requirement to maintain a minimum bid price of \$1.00 per share for continued listing on Nasdaq, as set forth in Nasdaq Listing Rule 5550(a)(2) as a result of the reverse stock split the Company effected on December 12, 2024.

“We thank the Nasdaq Hearings Panel for approving our request and we have been diligently executing our compliance plan,” said Momentus Chief Executive Officer John Rood. “With our exciting technology and capabilities to meet the growing needs of the space economy we are optimistic about our ability to raise capital and grow the business.”

#### 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 that may constitute “forward-looking statements” for purposes of the federal securities laws. Forward-looking statements include, but are not limited to, statements regarding Momentus’ or the 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 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](http://www.sec.gov) and the Investor Relations section of our website at <https://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.

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