

**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

Date of Report (Date of earliest event reported):

June 4, 2021

Verb Technology Company, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or Other Jurisdiction
of Incorporation)

001-38834

(Commission
File Number)

90-1118043

(IRS Employer
Identification No.)

**782 S. Auto Mall Drive,
American Fork, Utah**

(Address of Principal Executive Offices)

84003

(Zip Code)

Registrant's Telephone Number, Including Area Code:

(855) 250-2300

(Former Name or Former Address, if Changed Since Last Report)

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(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001	VERB	The Nasdaq Stock Market LLC
Common Stock Purchase Warrants	VERBW	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 8.01. Other Events.

On June 4, 2021, Verb Technology Company, Inc., a Nevada corporation (the "**Company**"), issued 600,000 shares (the "**Shares**") of the Company's common stock pursuant to a Confidential Settlement Agreement and Mutual Release dated May 26, 2021 (the "**Settlement Agreement**"), by and between the Company and EMA Financial LLC ("**EMA**"). The Shares are being issued in consideration of the amount payable under the terms of the Settlement Agreement regarding the cashless exercise of warrants previously issued by the Company to EMA, and accordingly, no cash proceeds will be received by the Company from the issuance of the Shares.

The issuance of the Shares to EMA is being made pursuant to a Registration Statement (File No. 333-252167) on Form S-3 (the "**Registration Statement**"), which was declared effective by the Securities and Exchange Commission (the "**SEC**") on January 22, 2021, the base prospectus included in the Registration Statement dated January 22, 2021, and a prospectus supplement filed by the Company with the SEC on June 4, 2021.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
5.1	Opinion of Stradling Yocca Carlson & Rauth, P.C.
23.1	Consent of Stradling Yocca Carlson & Rauth, P.C. (included in Exhibit 5.1)

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.

Date: June 4, 2021

Verb Technology Company, Inc.

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: Chairman, Chief Executive Officer and President



Stradling Yocca Carlson & Rauth
A Professional Corporation
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stradlinglaw.com

June 4, 2021

Verb Technology Company, Inc.
782 S. Auto Mall Drive
American Fork, Utah 84003

Re: Verb Technology Company, Inc. - Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for Verb Technology Company, Inc., a Nevada corporation (the "**Company**"), in connection with the issuance (the "**Issuance**") by the Company of an aggregate of 600,000 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**") pursuant to (i) that certain registration statement on Form S-3 (File No. 333-252167) (the "**Registration Statement**"), which was declared effective by the Securities and Exchange Commission (the "**Commission**") on January 22, 2021 under the Securities Act of 1933, as amended (the "**Securities Act**"), (ii) the base prospectus included in the Registration Statement dated January 22, 2021 (the "**Base Prospectus**"), and (iii) the prospectus supplement filed by the Company with the Commission on June 4, 2021 (the "**Prospectus Supplement**"). You have requested our opinion with respect to certain matters in connection with the Issuance.

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinion, we have relied upon the certificates of certain officers of the Company.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in the manner described in the Registration Statement, the Base Prospectus and the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We render this opinion only with respect to Chapter 78 of the Nevada Revised Statutes, and we express no opinion herein concerning the application or effect of the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K filed with the Commission as of the date hereof, and further consent to the use of our name under the caption "Legal Matters" in the Prospectus Supplement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

This opinion is intended solely for use in connection with the offer and sale of the Shares pursuant to the Registration Statement, the Base Prospectus and the Prospectus Supplement, and may only be relied upon by you and by persons entitled by law to rely upon it pursuant to the applicable provisions of the U.S. federal securities laws. This opinion is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

STRADLING YOCCA CARLSON & RAUTH, P.C.

/s/ Stradling Yocca Carlson & Rauth, P.C.
