

**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):

January 26, 2023

**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.)

3401 North Thanksgiving Way, Suite 240  
Lehi, 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 1.02 Termination of a Material Definitive Agreement.**

On January 26, 2023, Verb Technology Company, Inc., a Nevada corporation (the "Company"), terminated that certain common stock purchase agreement dated January 12, 2022, entered into with Tumim Stone Capital LLC, which provided for the sale by the Company of up to \$50,000,000 of newly issued shares from time to time during the term of the agreement.

Effective January 26, 2023, the Company repaid in full all of its outstanding obligations under that certain securities purchase agreement dated January 12, 2022 entered into with three institutional investors (the "SPA") which provided for the sale and issuance of an aggregate original principal amount of \$6,300,000 in convertible notes due 2023. The convertible notes were repaid in full in cash prior to any conversions.

On January 26, 2023, the Company issued a press release announcing that repayment of its obligations under the SPA. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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99.1 [Press Release dated January 26, 2023](#)

**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: January 31, 2023

**VERB TECHNOLOGY COMPANY, INC.**

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: President and Chief Executive Officer

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**VERB Pays Off Senior Secured Debt and Cancels Equity Line of Credit**

NEWPORT BEACH, Calif. and LEHI, Utah, Jan. 26, 2023 (GLOBE NEWSWIRE) — **Verb Technology Company, Inc. (Nasdaq: VERB) (“VERB” or the “Company”)**, the leader in interactive video-based sales-enablement applications, including shoppable livestream video, announces today that it has paid off its senior secured convertible debt in full, in cash, and cancelled its equity line of credit (“ELOC”).

On January 12, 2022, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) with three institutional investors (collectively, the “Note Holders”) providing for the sale and issuance of an aggregate original principal amount of \$6,300,000 in convertible notes due 2023 (collectively the “Notes”). The Company and the Note Holders also entered into a security agreement, dated January 12, 2022 in connection with the Note Offering, pursuant to which the Company granted a security interest to the Note Holders in substantially all of its assets. Pursuant to the terms of the Securities Purchase Agreement, the Notes have been paid in full, in cash, prior to any conversion.

In addition, on January 12, 2022, the Company entered into a common stock purchase agreement (the “Common Stock Purchase Agreement”) with an institutional investor. Pursuant to the Common Stock Purchase Agreement, the Company had the right, but not the obligation, to sell to the Investor, up to \$50,000,000 of newly issued shares of the Company’s common stock, subject to certain limitations and conditions. The Company has exercised its right to terminate the Common Stock Purchase Agreement effective immediately by mutual agreement of the parties.

**About VERB**

Verb Technology Company, Inc. (Nasdaq: VERB), the market leader in interactive video-based sales applications, transforms how businesses attract and engage customers. The Company’s MARKET.live platform is a multi-vendor, multi-presenter, livestream social shopping destination at the forefront of the convergence of ecommerce and entertainment, where hundreds of retailers, brands, creators and influencers can monetize their base of fans and followers across social media channels. The Company’s Software-as-a-Service, or SaaS platform, based on its proprietary interactive video technology, is comprised of a suite of sales enablement business software products offered on a subscription basis. Its software applications are used by hundreds of thousands of people in over 100 countries and in more than 48 languages. VERB’s clients include large sales-based enterprises as well as small business sales teams, including the sales and marketing departments of professional sports teams. With approximately 150 employees and contractors, the Company is headquartered in Lehi, Utah, and maintains offices in Newport Beach, California.

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**VERB on YouTube:** [https://www.youtube.com/channel/UC0eCb\\_fwOlwEG3ywHDJ4\\_KQ](https://www.youtube.com/channel/UC0eCb_fwOlwEG3ywHDJ4_KQ)

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**FORWARD-LOOKING STATEMENTS**

This communication contains “forward-looking statements” as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks and uncertainties and include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words such as “anticipate,” “expect,” “project,” “plan,” or words or phrases with similar meaning. Forward-looking statements contained in this press release relate to, among other things, the Company’s projected financial performance and operating results, including its MARKET.live platform and SHOPFEST events, as well as statements regarding the Company’s progress towards achieving its strategic objectives, including the successful integration and future performance of acquisitions. Forward-looking statements are based on current expectations, forecasts and assumptions that involve risks and uncertainties, including, but not limited to the COVID-19 pandemic and related public health measures on our business, customers, markets and the worldwide economy; our plans to attract new customers, retain existing customers and increase our annual revenue; the development and delivery of new products, including verbLIVE; our plans and expectations regarding software-as-a-service offerings; our ability to execute on, integrate, and realize the benefits of any acquisitions; fluctuations in our quarterly results of operations and other operating measures; increasing competition; general economic, market and business conditions. If any of these risks or uncertainties materialize, or if any of our assumptions prove incorrect, our actual results could differ materially from the results expressed or implied by these forward-looking statements. Investors are referred to our filings with the Securities and Exchange Commission, including our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, for additional information regarding the risks and uncertainties that may cause actual results to differ materially from those expressed in any forward-looking statement. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we do not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

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