

**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):

April 17, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 3.03. Material Modification of Rights to Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this report is incorporated herein by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As set forth in Form 8-K dated April 14, 2023, Verb Technology Company, Inc. (the "Company") held a Special Meeting at which stockholders voted to authorize the Company's board of directors to effect a reverse stock split of the outstanding shares of common stock within one (1) year of April 10, 2023, at a specific ratio within a range of one-for-five (1-for-5) to a maximum of a one-for-forty (1-for-40) and to amend the Company's articles of incorporation to increase the number of authorized common stock from 200,000,000 to 400,000,000 shares. On April 17, 2023, the Company filed a Certificate of Amendment of Articles of Incorporation (the "Certificate of Amendment") effecting a reverse stock split with a ratio of 1-for-40 (the "Reverse Split") and reflecting an increase in the Company's authorized shares of common stock from 200,000,000 to 400,000,000. As a result of the Reverse Split, every 40 shares of the Company's issued and outstanding common stock shall have automatically converted into one share of common stock, without any change in the par value per share and will begin trading on a post-split basis under the Company's existing trading symbol, "VERB," when the market opens on April 19, 2023.

A total of approximately 3,840,254 shares of common stock were issued and outstanding immediately after the Reverse Split. No fractional shares will be outstanding following the Reverse Split. Any holder who would have received a fractional share of common stock will automatically be entitled to receive an additional fraction of a share of common stock to round up to the next whole share.

In addition, effective as of the same time as the Reverse Split, proportionate adjustments were made to all then-outstanding options and warrants with respect to the number of shares of common stock subject to such options or warrants and the exercise price thereof.

The new CUSIP number for common stock following the Reverse Split is 92337U 203. For more information about the Reverse Split, see the Company's definitive proxy statement filed with the Securities and Exchange Commission on February 28, 2023 the ("Proxy Statement").

The text of the Certificate of Amendment is filed as Exhibit 3.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On April 18, 2023, the Company issued a press release announcing the Reverse Split, the text of which is furnished as Exhibit 99.1 and incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed to be "filed" with the Commission for the 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, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Articles of Incorporation
99.1	Press Release, dated April 18, 2023
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.

Date: April 18, 2023

VERB TECHNOLOGY COMPANY, INC.

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: President and Chief Executive Officer



FRANCISCO V. AGUILAR
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>F. Aguilar</i>	Business Number E0609422012-3
Secretary of State State Of Nevada	Filing Number 20233129074
	Filed On 4/17/2023 9:08:00 AM
	Number of Pages 4

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: Verb Technology Company, Inc.
	Entity or Nevada Business Identification Number (NVID): NV20121709787
2. Restated or Amended and Restated Articles: (Select one) <small>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</small>	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles <small>* Restated or Amended and Restated Articles must be included with this filing type.</small>
3. Type of Amendment Filing Being Completed: (Select only one box) <small>(If amending, complete section 1, 3, 5 and 6.)</small>	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <75% <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ <small>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</small>

This form must be accompanied by appropriate fees.



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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional) Date: April 17, 2023 Time: 3:00 pm PDT
 (must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only) Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)
 Article III of the Articles of Incorporation of the Corporation shall be amended in its entirety and replaced as per Exhibit A, attached hereto.
 (attach additional page(s) if necessary)

6. Signature: (Required)

X [Signature] CEO Title
 Signature of Officer or Authorized Signer

X _____ _____ Title
 Signature of Officer or Authorized Signer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

CERTIFICATE OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
VERB TECHNOLOGY COMPANY, INC.

VERB TECHNOLOGY COMPANY, INC., a corporation organized and existing under the General Corporation Law of the State of Nevada (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Verb Technology Company, Inc. The Corporation's articles of incorporation was filed with the Secretary of State of the State of Nevada on November 27, 2012 (the "Articles of Incorporation").

SECOND: The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 78.390 of the Nevada Revised Statutes setting forth a proposed amendment to the Articles of Incorporation of the Corporation (the "Certificate of Amendment") and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 78.320 and 78.390 of the Nevada Revised Statutes of the State of Nevada. The amendment amends the Articles of Incorporation of the Corporation as follows:

ARTICLE III of the Corporation's Articles of Incorporation shall be amended in its entirety and replaced with the following:

(a) Authorized Capital Stock. The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 415,000,000 shares, consisting of 400,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 15,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

(b) Reverse Stock Split. Upon the filing (the “Effective Time”) of this Certificate of Amendment pursuant to the Section 78.380 of the Nevada Corporation Law of the State of Nevada, each forty (40) shares of the Corporation’s Common Stock, issued and outstanding immediately prior to the Effective Time (the “Old Common Stock”) shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable shares of common stock, par value of \$0.0001 per share (the “New Common Stock”), subject to the treatment of fractional share interests as described below (the “Reverse Stock Split”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.

(c) Classification of Preferred Stock. The Preferred Stock may be divided into and issued in series. The Board of Directors of the Corporation is authorized to divide the authorized shares of Preferred Stock into one or more series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation is authorized, within any limitations prescribed by law and this Article, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of Preferred Stock including but not limited to the following:

- a. The rate of dividend, the time of payment of dividends, whether dividends are cumulative, and the date from which any dividends shall accrue;
- b. Whether shares may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;
- c. The amount payable upon shares in the event of voluntary or involuntary liquidation;

-
- d. Sinking fund or other provisions, if any, for the redemption or purchase of shares;
 - e. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;
 - f. Voting powers, if any, provided that if any of the Preferred Stock or series thereof shall have voting rights, such Preferred Stock or series shall vote only on a share for share basis with the Common Stock on any matter, including but not limited to the election of directors, for which such Preferred Stock or series has such rights; and
 - g. Subject to the foregoing, such other terms, qualifications, privileges, limitation, options, restrictions, and special or relative rights and preferences, if any, of shares or such series as the Board of Directors of the Corporation may, at the time so acting, lawfully fix and determine under the laws of the State of Nevada.

The Corporation shall not declare, pay or set apart for payment any dividend or other distribution (unless payable solely in shares of Common Stock or other class of stock junior to the Preferred Stock as to dividends upon liquidation) in respect of Common Stock, or other class of stock junior to the Preferred Stock, nor shall it redeem, purchase or otherwise acquire for consideration shares of any of the foregoing, unless dividends, if any, payable to holders of Preferred Stock for the current period (and in the case of cumulative dividends, if any, for all past periods) have been paid, are being paid or have been set aside for payment, in accordance with the terms of the Preferred Stock, as fixed by the Board of Directors.

In the event of the liquidation of the Corporation, holders of Preferred Stock shall be entitled to receive, before any payment or distribution on the Common Stock or any other class of stock junior to the Preferred Stock upon liquidation, ad distribution per share in the amount of the liquidation preference, if any, fixed or determined in accordance with the terms of such Preferred Stock plus, if so provided in such terms, an amount per share equal to accumulated and unpaid dividends in respect of such Preferred Stock (whether or not earned or declared) to the date of such distribution. Neither the sale, lease or exchange of all or substantially all of the property and assets of the Corporation, nor any consolidation or merger of the Corporation, shall be deemed to be a liquidation for the purposes of this Article.

THIRD: This Certificate of Amendment shall be effective as of 3:00 p.m., Pacific Daylight Time on April 1st, 2023.



VERB Announces Stockholder Approved Reverse Split

Stockholders Vote Overwhelmingly (84.16%) in Favor of Reverse Stock Split

NEWPORT BEACH, Calif. and SALT LAKE CITY, April 18, 2023 (GLOBE NEWSWIRE) — **Verb Technology Company, Inc. (Nasdaq: VERB)** (“VERB” or the “Company”), the leader in interactive video-based sales-enablement applications, including [MARKET.live](#), its livestream social shopping platform, today announced that its Board of Directors authorized the stockholder approved 1-for-40 reverse stock split of its common stock shares and that the common stock shares will begin trading on a split-adjusted basis at the commencement of trading April 19, 2023. The Company’s shares will continue to trade on the Nasdaq Capital Market under the same symbol “VERB” with a new CUSIP number, 92337U203.

As set forth in the current report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”), on April 14, 2023, the Company, held a special meeting of stockholders (the “Special Meeting”) to vote on four Proposals, including Proposal number 2 which was to authorize the board of directors to effect a reverse stock split of the outstanding shares of common stock within one (1) year of April 10, 2023, at a specific ratio within a range of one-for-five (1-for-5) to a maximum of a one-for-forty (1-for-40).

Present virtually at the Special Meeting, or represented by valid proxy and entitled to vote as of the record date for the Special Meeting, were a total of 77,367,918 shares of the Company’s common stock, out of a total of 153,610,152 shares of common stock issued and outstanding and entitled to vote, and the one share of the Company’s Series B Preferred Stock (the “Preferred Stock”) that was issued and outstanding. With respect to the vote authorizing the reverse split, the Preferred Stock could only cast votes in the same exact proportion as the common stockholders voted their shares at the Special Meeting, both For and Against. Accordingly, the votes of the Preferred Stock could not change the outcome of the vote of the common stockholders, only amplify it.

The stockholders voted overwhelmingly in favor of authorizing the Company’s board of directors to institute a reverse stock split, as set forth in greater specificity in the Company’s April 14, 2023 Form 8-K.

Following the vote of stockholders at the Company’s Special Meeting, the Board of Directors approved a 1-for-40 reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share. Every 40 shares of the Company’s issued and outstanding common stock will automatically convert into one share of common stock without any change to the par value of \$0.0001 per share. The amount of common stock outstanding will be reduced from approximately 153.6 million shares to approximately 3.8 million shares. Proportional adjustments will be made to the number of shares of common stock issuable upon exercise of the Company’s outstanding stock options and warrants, as well as the applicable exercise price.

The Company expects that the stockholder approved reverse stock split will increase the market price per share of the Company’s common stock, bringing the Company into compliance with The Nasdaq Capital Market’s \$1.00 minimum bid price listing requirement.

“I am hopeful that our stockholders’ decision with regard to the reverse split serves not only to allow the Company to regain compliance with Nasdaq’s listing requirements, but also as another tool in our arsenal as we combat the apparent naked short selling of our shares that may have artificially depressed our share price leading to this action we have taken today,” states VERB’s CEO, Rory J. Cutaita. “We intend to provide an update to all stockholders this week on the actions we have recently taken following the extensive, month’s long compilation and analysis of the evidence produced by our experts.”

Registered stockholders holding pre-split shares of the Company’s common stock are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, and will not be required to take any action in connection with the reverse stock split.

No fractional shares will be issued in connection with the reverse stock split. Any fractional shares created as a result of the reverse stock split will be rounded up to the nearest whole share for each stockholder. The reverse stock split impacts all holders of VERB’s common stock proportionally and will not impact stockholders’ percentage of ownership of common stock (except as to rounding-up changes).

Additional information regarding the reverse stock split is available on the Form 8-K filed April 14, 2023, as well as in the Company’s definitive proxy statement (Form DEF 14A) filed with the SEC on February 28, 2023. Any additional questions can be directed to the Company’s transfer agent, VStock Transfer, at (212) 826-8436 or www.vstocktransfer.com.

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, 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 is 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 75 full-time employees, the Company is headquartered in Lehi, Utah, and it also maintains offices in Newport Beach, California.

For more information, please visit: www.verb.tech.

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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 SaaS Recurring Revenue, 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; 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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