

**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):

March 29, 2024

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.)

**3024 Sierra Juniper Court
Las Vegas, Nevada**

(Address of Principal Executive Offices)

89138

(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 1.01 Entry into a Material Definitive Agreement.

As previously reported, on December 15, 2023, Verb Technology Company, Inc. (the "Company") entered into an At-the-Market Issuance Sales Agreement (the "Sales Agreement") with Ascendant Capital Markets, LLC, as sales agent (the "Agent") to sell shares of its common stock, par value \$0.0001 (the "Common Stock"), having an aggregate offering price of up to \$960,000 (the "Shares") from time to time, through an "at the market offering" (the "ATM Offering") as defined in Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"). On December 15, 2023, the Company filed a prospectus supplement with the Securities and Exchange Commission ("SEC") relating to the offer and sale of up to \$960,000 of common stock in the ATM Offering (the "Prospectus Supplement").

As previously reported, on March 19, 2024, the Company entered into the First Amendment to At-The-Market Issuance Sales Agreement, dated March 19, 2024 to increase the number of shares to be sold in the ATM Offering to \$6,260,000

On March 29, 2024, the Company entered into the Second Amendment to At-The-Market Issuance Sales Agreement, dated March 29, 2024 (the "Amendment") to increase the number of shares to be sold in the ATM Offering to \$9,010,000

The Company will file a supplement to the Prospectus Supplement (the "Supplement") with the SEC to increase the amount of Common Stock that may be offered and sold in the ATM Offering under the Sales Agreement to up to \$9,010,000 in the aggregate.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of any offer to buy any shares under the Sales Agreement, nor shall there be any offer, solicitation or sale of such shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such

state.

The foregoing description of the terms of the Sales Agreement, as amended by the Amendment, does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Amendment, which is filed herewith as **Exhibit 10.1** and is incorporated herein by reference.

The legal opinion of Sichenzia Ross Ference Carmel LLP, counsel to the Company, relating to the legality of the issuance and sale of shares of Common Stock being offered pursuant to the Sales Agreement, as amended by the Amendment, is filed as **Exhibit 5.1** hereto.

ITEM 9.01 EXHIBITS.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Sichenzia Ross Ference Carmel LLP.
10.1	Amendment to At-The-Market Issuance Sales Agreement, dated March 29, 2024, with Ascendant Capital Markets, LLC
23.1	Consent of Sichenzia Ross Ference Carmel LLP (included in the opinion filed as Exhibit 5.1).
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded as Inline XBRL document 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.

Date: March 29, 2024

VERB TECHNOLOGY COMPANY, INC.

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: President and Chief Executive Officer



March 29, 2024

Verb Technology Company, Inc.
3024 Sierra Juniper Court
Las Vegas, NV 89138

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Verb Technology Company, Inc. (the "Company") in connection with the At-The-Market Issuance Sales Agreement dated December 15, 2023 (the "Sales Agreement") by and between the Company and Ascendant Capital Markets, LLC (the "Agent"), as amended, pursuant to which the Company may offer and sell, from time to time through the Agent up to \$9,010,000 of shares (the "Shares") of the Company's common stock, par value \$0.0001 per share, except for 19,870,562 shares for gross proceeds of \$6,258,573.63 which have been offered and sold as of the date hereof for which we previously provided a due authorization opinion, pursuant to a Registration Statement on Form S-3 (the "Registration Statement") (File No.: 333-264038) filed on March 31, 2022 with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and declared effective on April 14, 2022, and the prospectus contained therein, as supplemented by the prospectus supplement dated December 15, 2023, the prospectus supplement dated March 19, 2024, and the prospectus supplement dated March 29, 2024 pursuant to Rule 424(b) promulgated under the Securities Act (the "Prospectus Supplement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the federal securities laws of the United States of America and the laws of the state of Nevada. We express no opinion as to the effect on the matters covered by the laws of any other jurisdiction.

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 Prospectus Supplement and the Sales Agreement will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion to the Company's Current Report on Form 8-K filed with the SEC on March 29, 2024, and which is incorporated by reference in the Registration Statement and the Prospectus Supplement. We also hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement. In giving this consent, we do not thereby 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 of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Sichenzia Ross FERENCE Carmel LLP
Sichenzia Ross FERENCE Carmel LLP

**Second Amendment
to
At the Market Issuance Sales Agreement**

This Second Amendment to At the Market Issuance Sales Agreement (this “**Amendment**”) is entered into on March 29, 2024 (the “**Effective Date**”) by and between Ascendant Capital Markets, LLC (the “**Agent**”), and Verb Technology Company, Inc. (the “**Company**”). Defined terms used herein have the definitions assigned to them in the At the Market Issuance Sales Agreement between the parties dated December 15, 2023 (the “**Offering Agreement**”). Unless specifically amended or modified herein, the other terms of the Offering Agreement remain in full force and effect, not amended or modified, as of the date hereof.

1. The amount of Shares that may be sold under and pursuant to the terms of the Offering Agreement is increased from \$6,260,000 to \$9,010,000.

2. At the date of this Amendment, for the sake of clarification of items to be delivered in connection with the change in the amount of Shares, the Company will deliver or will arrange for the delivery of the following:

(i) A Representation Date Certificate as provided in Section 7(l) of the Offering Agreement, with the understanding that the Company has sold Shares after the date of the Offering Agreement up to and through the date of this Amendment;

(ii) An opinion or “bring down” opinion of counsel to the Company with such opinion covering the amount of Shares of \$9,010,000 that may be sold;

[remainder of page intentionally left blank; signature page to follow]

If the foregoing correctly sets forth the understanding between the Company and the Agent, please so indicate in the space provided below for that purpose, whereupon this letter will constitute a binding agreement between the Company and the Agent.

Very truly yours,
Verb Technology Company, Inc.
By: /s/ Rory J. Cutaia
Name: Rory J. Cutaia
Title: Chief Executive Officer

ACCEPTED as of the date first-above written:

ASCENDIANT CAPITAL MARKETS, LLC
By: /s/ Bradley J. Wilhite
Name: Bradley J. Wilhite
Title: Managing Partner