

**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):

May 1, 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:

<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

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.

As previously disclosed, on November 2, 2023, Verb Technology Company, Inc. (the "Company") received a letter from the Nasdaq Listing Qualifications Department of the Nasdaq Stock Market (the "Nasdaq") indicating that the Company was not in compliance with Nasdaq Listing Rule 5550(a)(2) because the closing bid price per share for the Company's common stock had closed below \$1.00 for the previous 30 consecutive business days (the "Bid Price Rule"). The Company was given until April 30, 2024, to regain compliance with the Bid Price Rule.

On May 1, 2024, the Company received notice from Nasdaq that the Company has been granted an additional 180-day grace period, or until October 28, 2024, to regain compliance with the Bid Price Rule. To regain compliance with the Bid Price Rule and qualify for continued listing on the Nasdaq Capital Market, the minimum bid price per share of the Company's common stock must be at least \$1.00 for at least 10 consecutive business days on or prior to October 28, 2024. If the Company fails to regain compliance during the additional compliance period, then Nasdaq will notify the Company of its determination to delist the Company's common stock, at which point the Company would have an opportunity to appeal the delisting determination to a Nasdaq Listing Qualifications Panel.

On May 2, 2024, the Company issued a press release announcing it has received an additional 180-day extension to continue its listing on the Nasdaq Capital Market. A copy of the press release is attached as Exhibit 99.1 hereto.

ITEM 9.01 EXHIBITS.

(d) Exhibits

**Exhibit
No.**

Description

99.1	Press Release
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: May 2, 2024

VERB TECHNOLOGY COMPANY, INC.

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: President and Chief Executive Officer



**VERB'S HEALTHY BALANCE AND ENHANCED SHAREHOLDER EQUITY BEHIND
NASDAQ'S GRANT OF 6-MONTH EXTENSION TO REGAIN COMPLIANCE WITH BID PRICE RULE**

**Fully-Funded Business Plan, Excess Cash On Balance Sheet, Debt Slashed, No
Going Concern Opinion, Under-Performing Assets Sold And Restructuring
Complete, VERB's MARKET.live Business Positioned For Success**

LOS ALAMITOS, Calif. and LAS VEGAS May 2, 2024 (GLOBE NEWSWIRE) — Verb Technology Company, Inc. (Nasdaq: VERB) (“VERB” or the “Company”), the force behind MARKET.live, the popular livestream social shopping platform, today announces that Nasdaq Capital Market has granted the Company an additional 180-day period – until October 28, 2024 - to regain compliance with the \$1.00 minimum closing bid price requirement (the “Bid Price Rule”).

In determining whether to grant the Company an extension to regain compliance with the Bid Price Rule for continued listing on the Nasdaq Capital Market, Nasdaq concluded, among other things that the Company met all of the continued listing requirements and all other applicable requirements for initial listing on the Nasdaq Capital Market, with the sole exception of the minimum bid price requirement.

That conclusion was based, in part, on the Company’s compliance with the \$2.5 million minimum shareholder value requirement, a deficiency the Company cured earlier this year when it announced via Form 8-K dated April 25, 2024, that its shareholder value as reflected on its March 31, 2024 balance was approximately \$14 million. This represents an increase of approximately \$15.8 million over the shareholder equity reported just 10 months ago on its Form 10-Q for the period ending June 30, 2023.

Moreover, the disclosures concerning the Company’s audited financial statements, as set forth in its 2023 Form 10-K filed on April 1, 2024 (the “Form 10-K”), for the first time do not contain a “Going Concern” opinion.

Indeed, the Company also disclosed in the Form 10-K that it had cash and cash equivalents of approximately \$14.2 million and notes payable of approximately \$1.2 million. This represents an increase in cash and cash equivalents of \$10.9 million and a decrease in notes payable of approximately \$7.3 million over the same period last year as previously disclosed in the Company’s 2022 Form 10-K filed on April 17, 2023.

The Company also stated in the Form 10-K that “[W]e believe that our enhanced cash position coupled with our substantially reduced current operating costs means our operations are fully funded for at least the next 14 months, and possibly longer subject to revenue generation during that period. As a result, we have alleviated substantial doubt about the Company’s ability to continue as a going concern.”

“It is not possible to overstate the extraordinary achievements of our management team over the past 12 months in completely over-hauling, recapitalizing, and restructuring every single area of the business,” stated Rory J. Cutaia, VERB CEO. “We have added more than \$15 million dollars in cash to our balance sheet through the issuance of straight at-the-market-priced common shares – that means without crazy below market-price stock issuances to short-selling hedge funds or ridiculous warrant structures we see so prevalent today; we retired almost all of our debt – only \$1.2 million remains, sold-off all our under-performing assets, slashed our operating expenses, fully-funded for the foreseeable future and added rocket-fuel to our extremely exciting MARKET.live business, and positioned the Company for real, measurable, business fundamental-based, success – literally against all odds and contrary to the beliefs of all the nay-sayers who said it couldn’t be done.”

For more information, please visit [VERB.tech](#) and [MARKET.live](#) or follow the latest updates on social media.

About VERB

Verb Technology Company, Inc. (Nasdaq: VERB), is a market leader in interactive video-based sales applications. 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. Brands, retailers and creators that join MARKET.live have the ability to broadcast livestream shopping events simultaneously on numerous social media channels, including TikTok, as well as on MARKET.live, reaching exponentially larger audiences. Creators and entrepreneurs that join MARKET.live’s drop ship program and TikTok affiliate program can earn income selling products from popular MARKET.live retailers. The Company is headquartered in Las Vegas, NV and operates creator studios in Los Alamitos, California and Philadelphia, PA.

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VERB on TikTok: https://www.tiktok.com/@market.live_official

VERB on Instagram: <https://www.instagram.com/market.liveofficial/>

VERB on LinkedIn: <https://www.linkedin.com/company/verb-tech/>

VERB on YouTube: <https://www.youtube.com/@market.liveofficial>

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 are based on current expectations, forecasts and assumptions that involve risks and uncertainties. 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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