

**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):

September 26, 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
Common Stock, par value \$0.0001

Trading Symbol(s)
VERB

Name of each exchange on which registered
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 disclosed below, Verb Technology Company, Inc. (the “Company”) held its annual stockholder meeting on September 26, 2024, 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 September 26, 2024, at a specific ratio within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200).

On September 26, 2024, the Company’s Board of Directors determined to effect the reverse stock split of the common stock at a 1-for-200 ratio (the “Reverse Split”) and approved the filing of a Certificate of Amendment (the “Certificate of Amendment”) to the Articles of Incorporation of the Company to effect the Reverse Split.

On September 27, 2024, the Certificate of Amendment to effect the Reverse Split, was filed with the Secretary of State of Nevada.

A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 26, 2024 the Company held its Annual Meeting of Stockholders via live webcast at www.virtualshareholdermeeting.com/VERB2024AM. A total of 61,709,221 shares of common stock representing 42.38% of the aggregate shares outstanding and eligible to vote and constituting a quorum were represented virtually or by valid proxies at the annual meeting.

Messrs. Rory J. Cutaia, James P. Geiskopf, Kenneth S. Cragun, and Edmund C. Moy were each elected as directors of the Company to serve until the Company’s 2025 annual meeting of stockholders.

The stockholders approved a proposal to authorize the board of directors to effect a reverse stock split of the outstanding shares of the Company’s common stock within one (1) year of September 26, 2024, at a specific ratio within a range of one-for-five (1-for-5) to a maximum of a one-for-two hundred (1-for-200) split, with the specific ratio to be fixed within this range by the board of directors in its sole discretion, without further stockholder approval.

The stockholders ratified the appointment of Grassi & CO., CPAs, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

The final voting results on these matters were as follows:

1. Election of Directors:

Name	Total Votes for Director	Total Votes Withheld from Director	Total Broker Non-Votes
Rory J. Cutaia	29,261,656	4,298,502	28,149,063
James P. Geiskopf	29,203,856	4,356,302	28,149,063
Kenneth S. Cragun	29,350,701	4,209,457	28,149,063
Edmund C. Moy	29,132,699	4,427,459	28,149,063

2. Reverse Stock Split

Votes For	Votes Against	Votes Abstained
34,387,270	24,966,253	2,355,698

3. Ratification of appointment of Grassi & CO., CPAs, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

Votes For	Votes Against	Votes Abstained
53,979,614	6,059,162	1,670,445

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Articles of Incorporation
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: September 27, 2024

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
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

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: Time:
 (must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

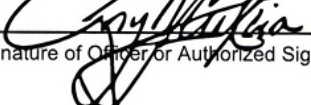
- Changes to takes the following effect:
- The entity name has been amended.
 - The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
 - The purpose of the entity has been amended.
 - The authorized shares have been amended.
 - The directors, managers or 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  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)

This form must be accompanied by appropriate fees.

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 two hundred (200) 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, a 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.