

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 20, 2023 (September 15, 2023)

micromobility.com Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39136  
(Commission File Number)

84-3015108  
(I.R.S. Employer  
Identification No.)

32 Old Slip, New York, NY 10005  
(Address of Principal Executive Offices, and Zip Code)

(917) 675-7157  
Registrant's Telephone Number, Including Area Code

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.00001 par value	MCOM	The Nasdaq Stock Market LLC
Redeemable warrants, each warrant exercisable for one share of Class A Common Stock	MCOMW	The Nasdaq Stock Market LLC

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02**      **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Our independent director, Mr. Massimo Ponzellini, informed us that he will step down as one of our directors and as a member of our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committees as of September 15, 2023. His resignation is not the result of any disagreement with us regarding our operations, policies, or practices.

Additionally, effective as of September 15, 2023, Giulio Profumo departed as one of our directors and as our Chief Financial Officer (“CFO”). His resignation is not the result of any disagreement with us regarding our operations, policies, or practices. In connection with his resignation, we entered into a Separation Agreement and General Release with Mr. Profumo (the “Separation Agreement”). The Separation Agreement contains a standard release of claims on the part of Mr. Profumo. It also provides for the payment to Mr. Profumo of \$137,000, half of which shall be payable within seven calendar days after we have received the signed release and a certificate of non-revocation and the other half of which shall be paid on the later of (a) seven calendar days thereafter or (b) October 6, 2023.

We have begun the search for a new CFO. Gian Luca Spirano, our current Director of International Business Development, has agreed to serve as our acting CFO on an interim basis until such time as we appoint a new permanent CFO. Mr. Spirano has not entered into any agreement or arrangement, written or otherwise, with the Company in connection with his serving as acting CFO. Furthermore, Mr. Spirano will not receive any additional form of compensation from us, equity or otherwise, for serving as acting CFO.

After the two director resignations, we currently have three directors, two of whom are considered independent under the rules of The Nasdaq Stock Market (“Nasdaq”) and the rules and regulations of the U.S. Securities and Exchange Commission. As a result of the resignations, we no longer comply with Nasdaq’s requirement that require us to have an audit committee comprised of at least three directors, all of whom must be independent directors. The Nasdaq rules provide a cure period for us to regain compliance with the requirement that the audit committee contain at least three independent directors that will expire on the later of our next annual shareholders’ meeting or 180 days from September 19, 2023. We have begun the search for an additional independent director to serve on our board of directors and our audit committee.

**Item 7.01**      **Regulation FD Disclosure**

On September 20, 2023, the Company issued a press release titled “micromobility.com Inc. Announces Leadership Transition to Drive Profitable Growth” (the “Press Release”). The full text of the Press Release is filed as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 (including the referenced exhibit) shall not be deemed to be “filed” for 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, and is not incorporated by reference into any filing under the Securities Act, including our registration statement on Form S-3 (no. 333-267783), or the Exchange Act.

**Item 9.01**      **Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated September 20, 2023</a>
99.2	<a href="#">Resignation Letter from Massimo Ponzellini, dated September 15, 2023</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Dated: September 20, 2023

micromobility.com Inc.

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer

## **micromobility.com Inc. Announces Leadership Transition to Drive Profitable Growth**

**New York - September 20, 2023** - micromobility.com Inc. (NASDAQ: MCOM), a leader in the thriving micromobility sector, today announces a strategic leadership transition aimed at propelling the Company into a new era of profitable growth.

After five years at the helm as Chief Financial Officer (CFO), Giulio Profumo has decided to transition out of his role at micromobility.com Inc. Effective immediately, Gian Luca Spriano will step into the role of interim Chief Financial Officer. Simultaneously, the Company has initiated a comprehensive search for a new CFO to play a pivotal role in driving MCOM's continued expansion and profitability.

Giulio Profumo's tenure with the Company, which began in October 2018, witnessed significant milestones, including the successful NASDAQ listing in August 2021. As the finance leader, he played a crucial role in establishing the finance team and overseeing all financial planning and reporting.

The decision for this transition stems from the mutual recognition that the Company's evolving needs demand a fresh perspective and a keen focus on profitability. micromobility.com Inc.'s CEO, Salvatore Palella, emphasizes the Company's unwavering commitment to delivering profitability and sustainable growth.

Salvatore Palella states, "Our primary goal is to drive sustainable profitability while expanding our footprint in the micromobility sector. We are entering a new phase where financial stewardship and profitability take center stage. We are confident that this transition will position us for continued success as we navigate the ever-evolving landscape of urban mobility."

The leadership transition underscores micromobility.com Inc.'s dedication to optimizing its financial strategies and operations for a more profitable future. The Company remains committed to its mission of providing sustainable and efficient micromobility solutions to urban communities.

### **About Micromobility.com Inc**

Micromobility.com Inc is a pioneering force in the micromobility industry, dedicated to creating sustainable and efficient solutions for urban transportation. With a portfolio of innovative brands such as Helbiz and Wheels, Micromobility.com Inc empowers individuals to navigate urban environments conveniently and eco-consciously.

### **Forward-Looking Statements**

Certain statements made in this press release are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as "anticipate", "believe", "expect", "estimate", "plan", "outlook", and "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements reflect the current analysis of existing information and are subject to various risks and uncertainties. As a result, caution must be exercised in relying on forward looking statements. Due to known and unknown risks, actual results may differ materially from the Company's expectations or projections. The following factors, among others, could cause actual results to differ materially from those described in these forward-looking statements: (i) the failure to meet projected development and production targets; (ii) changes in applicable laws or regulations; and (iii) other risks and uncertainties described herein, as well as those risks and uncertainties discussed from time to time in other reports and other public filings with the Securities and Exchange Commission (the "SEC") by the Company including its Annual Report on Form 10-K for the fiscal year ended December 31, 2022. The Company's SEC filings are available publicly on the SEC's website at [www.sec.gov](http://www.sec.gov). Any forward-looking statement made by us in this press release is based only on information currently available to the Company and speaks only as of the date on which it is made. The Company undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

### **Contacts**

For media inquiries:  
[press@micromobility.com](mailto:press@micromobility.com)

Massimo Ponzellini  
9/15/2023

Board of Directors  
micromobility.com Inc.  
32 Old Slip  
New York, 10013

Dear Salvatore,

I am writing to formally resign from my position as a Director of the Board at micromobility.com Inc., effective immediately.

I have greatly appreciated the opportunity to serve on the board and contribute to micromobility.com's growth. I am confident in the board's and executive team's abilities to continue leading the company successfully.

Thank you for the privilege of serving on the board.

Sincerely,

Massimo Ponzellini

DocuSigned by:  
*Massimo Ponzellini*  
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