

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): **June 10, 2024**

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.)

500 Broome Street, New York, NY 10013

(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
None	None	None

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 3.02 Unregistered Sale of Equity Securities.

The issuance described below in Item 5.01 is incorporated herein. Such issuance was made pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act as the shares were sold to an accredited investor.

Item 5.01 Changes in Control of Registrant.

Convertible Note Agreement with Palella Holdings LLC

On January 31, 2024, micromobility.com Inc. (the “**Company**”) issued Palella Holdings LLC, a Delaware limited liability company (the “**Investor**”) and an entity controlled by the Company’s Chief Executive Officer and Chairman, a convertible note (the “**Note**”). On June 10, 2024, the Investor and the Company entered into a conversion agreement, pursuant to which the Investor converted \$705,441.98 of principal on the Note into 47,029,465 shares of common stock of the Company at a conversion price of \$0.015. The form of the Note was previously reported in our Form 10-K filed with the Securities and Exchange Commission on April 16, 2024. As a result of such conversion, the Investor acquired control of 51% of the outstanding shares in the Company as of June 10, 2024. The Investor used its own personal funds to acquire the shares under the Note and did not borrow any funds to acquire the shares.

Item 7.01. Regulation FD Disclosure.

On June 11, 2024, the Company issued a press release announcing the appointment change of control and its strategic partnership with Palella Holdings, LLC. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated by reference in its entirety.

The information set forth in Item 7.01 (including Exhibit 99.1) shall not be deemed “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, nor shall it be deemed 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 a filing.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

Exhibit Number	Description
99.1	Press Release entitled “micromobility.com Inc. Announces Change in Control: Palella Holdings LLC Acquires 51% of MCOM Stock”, dated June 10, 2024, issued by micromobility.com Inc.
104	Cover page of this Current Report on Form 8-K formatted in Inline XBRL

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: June 11, 2024

micromobility.com Inc.

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer

micromobility.com

micromobility.com Inc. Announces Change in Control: Palella Holdings LLC Acquires 51% of MCOM Stock

New York, NY – June 11, 2024 – micromobility.com Inc., a provider of urban mobility solutions, is pleased to announce a strategic acquisition by Palella Holdings LLC. On June 10, 2024, Palella Holdings acquired 51% of micromobility.com Inc.'s (**MCOM**) common stock, traded on the OTC pink sheets.

This acquisition involved converting \$705,441.98 of the principal amount of a convertible note issued by micromobility.com Inc. on January 31, 2024. This conversion resulted in the issuance of 47,029,465 shares of common stock to Palella Holdings LLC at a conversion price of \$0.015 per share, which was one tenth of a cent above the closing price of MCOM common stock on June 10, 2024. Palella Holdings LLC is a related party as it is controlled by our Chief Executive Officer.

micromobility.com Inc. is committed to working closely with Palella Holdings LLC to foster growth, enhance operational efficiencies, and drive long-term value for all stakeholders.

About micromobility.com Inc.

micromobility.com Inc., a provider of urban mobility solutions, founded by Salvatore Palella in 2015, combines expertise in retail, shared services, and vehicle rentals to revolutionize urban transportation. With operations spanning across the US and Europe, the holding group encompasses shared micromobility solutions through micromobility.com Inc., vehicle rentals via Wheels Labs Inc. and e-commerce and planned brick-and-mortar stores via the micromobility.com brand. Micromobility.com is committed to providing eco-friendly, affordable solutions and enhancing global accessibility. For more information, visit www.micromobility.com.

About Palella Holdings LLC

Palella Holdings' mission is to revolutionize the landscape of technology and innovation, strategically investing in and supporting the brightest minds and groundbreaking projects, driving forward the advancements that shape our future. The commitment lies in sustainable development, ethical practices, and the empowerment of entrepreneurs to achieve their vision. We are dedicated to creating a world where technology enhances every aspect of life, fostering an environment of growth, learning, and innovation. For more information visit www.palella.com.

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, 2023. The Company's SEC filings are available publicly on the SEC's website at 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

press@micromobility.com