

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): **March 31, 2023 (March 30, 2023)**

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

Delaware  
\_\_\_\_\_  
(State or Other Jurisdiction  
of Incorporation)

001-39136  
\_\_\_\_\_  
(Commission File Number)

84-3015108  
\_\_\_\_\_  
(IRS. 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

**Helbiz, Inc.**  
\_\_\_\_\_  
(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 5.03 Amendments to Articles of Incorporation or Bylaws.**

Helbiz, Inc. (the “Company”) held a special meeting of stockholders on March 30, 2023 (the “Special Meeting”), at which the Company’s stockholders approved, among other matters, a proposal to amend the Company’s Restated Certificate of Incorporation to effect a reverse stock split of the Company’s common stock (the “Reverse Stock Split”) at a ratio to be determined by the Company’s Board of Directors (the “Board”) within a range of one-for-two (1:2) and one-for-fifty (1:50) (or any number in between), with the exact ratio to be determined by the Board in its sole discretion.

On March 30, 2023, the Board approved a one-for-fifty (1:50) reverse split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”). On March 30, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment to its Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect the Reverse Stock Split and the Company Name Change (as defined below). The Reverse Stock Split became effective as of 12:00 p.m. Eastern Time on March 30, 2023, and the Company’s common stock is expected to begin trading on a split-adjusted basis when the Nasdaq Stock Market opens on March 31, 2023.

As a result of the effectiveness of the Reverse Stock Split, every fifty shares of the Company’s issued and outstanding common stock were automatically combined, converted and changed into one share of the Company’s common stock, without any change in the number of authorized shares or the par value per share. In addition, a proportionate adjustment was made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. No fractional shares will be issued in connection with the Reverse Stock Split, any fractional shares resultant from the Reverse Stock Split will be rounded up to the next whole share.

The Reverse Stock Split reduced the total number of shares of class A common stock outstanding from 278,468,103 shares to approximately 5,569,362 shares and the total number of shares of class B common stock outstanding from 14,225,898 shares to 284,518 shares, respectively. The reverse stock split does not affect the number of shares that the Company is authorized to issue. Following the Reverse Stock Split, the authorized number of shares of common stock remained at 300 million.

Holders of the Company’s common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. The Company’s common stock will continue to trade on the Nasdaq Stock Market LLC, but the security has been assigned a new CUSIP number (42309B402). Moreover, in connection with the Company Name Change, the Company’s trading symbols will be changed to MCOM, and MCOMW effective March 31, 2023.

Also on March 30, 2023, the Board approved a change in name from “Helbiz, Inc.” to “micromobility.com Inc.” (the “Company Name Change”), as reflected in the Certificate of Amendment. The Company Name Change became effective as of 12:00 a.m. Eastern Time on March 31, 2023. Under Delaware law, the Company Name Change does not require the approval of the Company’s stockholders.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

On March 30, 2023, we held a special meeting of our stockholders (the “Special Meeting”) at which our common and preferred stockholders voted on the following proposals, as set forth below, each of which is described in detail in our Definitive Proxy Statement on Schedule 14-C filed with the U.S. Securities and Exchange Commission on March 20, 2023. A total of 429,062,559 votes was present at our Special Meeting which constitutes a quorum for the Special Meeting. Each of the proposals described below was approved by our holders of common and preferred stock.

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**PROPOSAL:**

To authorize the Company's Board to amend the Company's Certificate of Incorporation to effect a reverse stock split of the Company's issued and outstanding common stock of the Company, consisting of both the Company's Class A common stock, par value \$0.00001 per share ("Class A common stock") and Class B common stock, par value \$0.00001 per share ("Class B common stock"), by a ratio of no less than 1-for-2 and no more than 1-for-50, with the exact ratio to be determined by the Board in its sole discretion (the "Reverse Stock Split");

<b>For</b>	<b>Against</b>	<b>Abstain</b>
388,004,324	40,775,509	282,726

**PROPOSAL:**

To approve the authorization of the Company's issuance of more than 48,119,674 shares of Class A common stock (which number represents more than 20% of our issued and outstanding Common Stock on January 24, 2023) pursuant to the terms of:

- a Standby Equity Purchase Agreement entered into on January 24, 2023 (the "January SEPA") between us and YA II PN, Ltd. ("Yorkville");
- a Standby Equity Purchase Agreement entered into on March 8, 2023 (the "March SEPA") between us and Yorkville; and
- any promissory notes issued pursuant to the January SEPA or the March SEPA (the "Promissory Notes")

with such modifications, amendments, or changes (consistent with the intent and purpose of this proposal) so that such issuances are made in accordance with Nasdaq Listing Rule 5635 of the Nasdaq Capital Market (the "Nasdaq 20% Share Issuance Proposal").

<b>For</b>	<b>Against</b>	<b>Abstain</b>
168,049,369	19,491,889	1,521,301

**PROPOSAL:**

to approve the adjournment of the Special Meeting if there are insufficient votes at the Special Meeting to approve the Stock Split Proposal (the "Adjournment Proposal").

<b>For</b>	<b>Against</b>	<b>Abstain</b>
171,569,140	15,141,751	2,351,668

**Item 7.01. Regulation FD Disclosure.**

On March 30, 2023, the Company issued a press release announcing the Reverse Stock Split, and the Company Name Change. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01 of this Current Report on Form 8-K, including the accompanying 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 liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

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**Item 8.01. Other Events**

On March 30, 2023, the redemption of the Company's Series B Preferred Stock, par value \$0.00001 per share ("Series B Preferred Stock") occurred at 12:00 p.m. Eastern Time pursuant to the terms of the Series B Preferred Stock following stockholder approval at the Special Meeting. Giving effect to the Reverse Stock Split, following the redemption of the Series B Preferred Stock for \$0.01 per share, there are 0 (zero) shares of Series B Preferred Stock issued and outstanding.

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Document</b>
3.1	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation</a>
99.1	<a href="#">Press Release, dated March 30, 2023</a>
104	Cover page of this Current Report on Form 8-K formatted in Inline XBRL

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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: March 31, 2023

micromobility.com Inc

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 08:26 AM 03/30/2023  
 FILED 08:26 AM 03/30/2023  
 SR 20231214466 - File Number 7602922

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND  
 RESTATED CERTIFICATE OF INCORPORATION OF  
 HELBIZ, INC.**

**Pursuant to Section 242 of the  
 Delaware General Corporation Law**

March 30, 2023

The undersigned, being a duly authorized officer of Helbiz, Inc. (the "Corporation"), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is "**HELBIZ, INC.**"
2. The Corporation's original certificate of incorporation (as amended, the "Certificate of Incorporation") was filed with the Secretary of State of the State of Delaware on September 11, 2019 (the "Original Certificate"). An amended and restated certificate of incorporation was filed with the Secretary of State of the State of Delaware on October 29, 2019. An amendment to the amended and restated certificate of incorporation was filed with the Secretary of State of the State of Delaware on August 12, 2021 (the "Amended and Restated Certificate").
3. This Amendment to the Amended and Restated Certificate (this "Amendment") amends the Amended and Restated Certificate.
4. That at a meeting of the Board of Directors of the Corporation (the "Board"), resolutions were duly adopted setting forth a proposed amendment of the Amended to amend and restate Article FIFTH, Section 1 thereof as set forth herein, and declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof.
5. This Amendment was duly adopted by action of the Board via unanimous written consent on March 30, 2023, the Board duly adopted a resolution pursuant to Section 242(a)(3) of the General Corporation Law of the State of Delaware ("DGCL"), setting forth a proposed amendment to Article Fifth of the Amended and Restated Certificate and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the DGCL via an affirmative vote of the holders of a majority of the issued and outstanding stock of the Corporation on March 30, 2023. By separate action of the Board via unanimous written consent on March 30, 2023, pursuant to Section 141(f) of the DGCL, the Board duly adopted a resolution pursuant to Section 242(a)(1) of the DGCL, setting forth a proposed amendment to Article First of the Amended and Restated Certificate and declaring said amendment to be advisable.
6. This Amendment shall become effective on the date of filing with the Secretary of State of the State of Delaware which shall be March 30, 2023 (the "Amendment Effective Date").
7. The text of Article FIRST of the Corporation's current Amended and Restated Certificate is hereby amended so that, as amended, said Article shall be and read in full as follows:  

The name of the Corporation is micromobility.com Inc.
8. The text of Article FIFTH, Section 1 of the Corporation's current Amended and Restated Certificate is hereby amended and restated to read in full as follows:

Section 1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is FOUR HUNDRED MILLION (400,000,000) shares, consisting of (A) THREE HUNDRED MILLION (300,000,000) shares of Common Stock, \$0.00001 par value, consisting of (a) 14,225,898 shares of Class B Common Stock, \$0.00001 par value per share (the "Class B Common Stock"), and (b) 285,774,102 shares of Class A Common Stock, \$0.00001 par value per share (the "Class A Common Stock"); and (B) ONE HUNDRED MILLION (100,000,000) shares of Preferred Stock, \$0.00001 par value per share (hereinafter, the "Preferred Stock"). The number of

authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the voting power of the issued and outstanding shares of capital stock of the Corporation, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof.

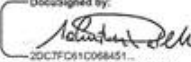
Upon the filing and effectiveness (the "Effective Time"), pursuant to the General Corporation Law, of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each fifty (50) (the "Reverse Split Factor") outstanding shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be converted into one (1) share of Common Stock of the class of Common Stock to which those converted shares belonged (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders of record who otherwise would be entitled to receive fractional shares of a class of Common Stock because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been converted, subject to the elimination of fractional share interests as described above.

[Remainder of page intentionally left blank. Signature page follows.]

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IN WITNESS WHEREOF, Helbiz, Inc. has caused this Amendment to be duly executed and acknowledged in its name and on its behalf by an authorized officer as of the date first set forth above.

**Helbiz, Inc.**

By:  \_\_\_\_\_  
DocuSigned by:  
20C7FD61C088451  
Name: Salvatore Palella  
Title: Chief Executive Officer,  
Chairman of the Board and Director



**Helbiz Announces Reverse Split, Changes Name to micromobility.com Inc., New Ticker  
Nasdaq: MCOM in anticipation of future M&A activities**

- *Helbiz (NASDAQ: HLBZ) announces a rebranding to micromobility.com Inc. and ticker symbol change to (NASDAQ: MCOM).*
- *micromobility.com Inc. will focus on shared micromobility services by: (i) utilizing the current Helbiz brand, (ii) integrating vehicle long term rentals via the Wheels Labs Inc. brand and retail through its e-commerce platform and brick-and-mortar stores.*
- *Helbiz, Wheels and any future brands will remain as the platforms operating the groups' shared micromobility services across the world.*
- *In addition to the shared mobility services, micromobility.com Inc. will offer direct to consumer sales of the best vehicles and accessories in the micromobility industry available today.*
- *Micromobility.com Inc., as a part of its retail division, plans to create a network of physical stores across the United States and intends to open its first location in New York City in SoHo in the next 60 days, which will also serve as its first physical location to support Wheel's long term rental offering and user experience.*
- *Helbiz announces a reverse stock split (Ratio of 50:1) of its Class A Common Shares (prior symbol: HLBZ) simultaneous with our rebranding to micromobility.com Inc. to better position the company for future growth.*

**NEW YORK — MARCH 30, 2023** — Helbiz (NASDAQ: HLBZ), a leading global provider of electric shared micromobility solutions, announced today its rebranding to micromobility.com Inc. (NASDAQ: MCOM). The new name represents the company's commitment to position itself as the predominant brand for micromobility worldwide, for retail, rentals, and shared micromobility, and to position itself as a micromobility consolidator in view of future M&A transactions.

micromobility.com Inc. is also announcing the launch of its new brick-and-mortar retail-focused business, micromobility.com. The business intends to be based on a selection of physical stores, starting across the United States, in addition to an e-commerce site available from today ([www.micromobility.com](http://www.micromobility.com)). To kick off the launch, micromobility.com Inc. plans to open its first physical store in SoHo, NYC, in the next 60 days. Together, the physical stores and the e-commerce will offer the best vehicles in the micromobility industry and related accessories from hand-picked partners.

According to Salvatore Palella, CEO of micromobility.com Inc., "We are excited to announce our rebranding to micromobility.com Inc. and the launch of our new retail-focused business. We aim to become the predominant brand for micromobility worldwide by offering the best vehicles, accessories, and services available in the industry."

Simultaneously with the rebranding, Helbiz, Inc. is announcing a reverse split of our class A common stock shares ("Common Stock"). The reverse stock split will be implemented with a ratio of 1-for-50 shares of our Common Stock, par value \$0.00001. These changes will be effective upon the market open on Friday, March 31, 2023, meaning that each fifty (50) shares of pre-split Common Stock will represent one (1) post-split share of Common Stock.

In addition, due to our name change, micromobility.com Inc.'s shares of Class A Common Stock will start to trade under the new symbol "MCOM" and our warrants under the new symbol "MCOMW". The new CUSIP number for the Common Stock following the reverse stock split will be 42309B402. As a result of the 50:1 reverse stock split, the total number of shares of Common Stock outstanding will be reduced from 278,468,103 shares to approximately 5,569,362 shares and the total number of shares of Class B Common Stock outstanding will be reduced from 14,225,898 shares to 284,518 shares. No fractional shares of Common Stock will be issued in connection with the reverse stock split. All fractional shares will be rounded up to the nearest whole share. The reverse stock split does not affect the number of shares that the Company is authorized to issue.

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“The reverse stock split is primarily intended to bring the Company into compliance with the Nasdaq Capital Market’s minimum bid price requirement and will make the bid price of our Common Stock more attractive to investors.” - said Salvatore Palella, CEO of micromobility.com Inc.

The reverse stock split will affect all issued and outstanding shares of Common Stock. All outstanding options, restricted stock awards, warrants, convertible notes and other securities entitling their holders to purchase or otherwise receive shares of Common Stock will be adjusted as a result of the reverse stock split by decreasing the number of shares acquirable pursuant to the ratio of 50:1 and increasing the exercise or conversion price, as applicable, will be accordingly adjusted. The number of shares of Common Stock available to be awarded under the Company’s equity incentive plans will also be proportionately adjusted.

Immediately after the reverse stock split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain virtually unchanged, except for minor changes and adjustments that will result from rounding fractional shares into whole shares, as applicable. The rights and privileges of the holders of shares of common stock will be substantially unaffected by the reverse stock split.

The Company’s transfer agent, Continental Stock Transfer & Trust Company (“Continental”), will serve as exchange agent for the reverse stock split. Continental will be affecting all of the post-split shares in paperless, “book-entry” form. All book-entry or other electronic positions representing issued and outstanding shares of our common stock will be automatically adjusted.

#### **About micromobility.com Inc.**

Micromobility.com Inc., a disruptive leader in the micromobility sector, 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 Helbiz Inc., vehicle rentals via Wheels Labs Inc. and e-commerce and planned brick-and-mortar stores via the micromobility.com brand. Committed to providing eco-friendly, affordable solutions and enhancing global accessibility, micromobility.com Inc. sets the standard for professional excellence in the micromobility landscape. For more information, visit [www.micromobility.com](http://www.micromobility.com).

#### **Contacts**

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