

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): **November 6, 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.)

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
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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 6, 2023, micromobility.com Inc. (the “Company”) received an additional written notice of determination of delisting (the “Notice”) from the Listing Qualifications Department of the Nasdaq Stock Market, LLC (“Nasdaq”) notifying the Company that, based on the composition of its board of directors, the Company did not comply with the audit committee requirement for continued listing on the Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5605(c)(2) (the “Rule”). The Rule requires a listed company to maintain an audit committee of the board of directors that is comprised of at least three independent directors, as defined in Nasdaq Listing Rule 5605(a)(2) (together with the Rule, the “Board Independence Rule”).

The Notice states that the Company’s failure to satisfy the Board Independence Rule serves as an additional basis for delisting the Company’s listed securities and notifies the Company that the Nasdaq hearings panel (the “Panel”) will consider this deficiency in rendering a determination regarding the Company’s continued listing of its Common Stock on The Nasdaq Capital Market. In this regard, Nasdaq has requested- and the Company intends to present-its views with respect to this additional deficiency to the Panel in writing prior to November 13, 2023.

The Notice has no immediate effect on the listing of the Common Stock on the Nasdaq Capital Market. The Company is monitoring the composition of its board of directors and considering candidates to achieve compliance.

The Notice does not signify imminent delisting and has no immediate effect on the listing or trading of the Company’s securities on The Nasdaq Capital Market, however the Company believes that if its Common Stock were to be delisted from the Nasdaq Capital Market, its warrants that are listed on the Nasdaq Capital Market under the symbol MCOMW would be concurrently delisted from the Nasdaq Capital Market.

Item 8.01 Other Events.

On November 9, 2023, the Company received a determination from the Panel granting the Company’s request for the continued listing of its common stock on Nasdaq, subject to the Company evidencing compliance with all applicable criteria for initial listing on The Nasdaq Capital Market, and certain other interim conditions. The Company is diligently working to timely evidence compliance with the terms of the Panel’s decision, which will include seeking shareholder approval for the implementation of a reverse stock split and satisfaction of Nasdaq continued listing rules including the bid price, and market value of listed securities rules by December 29, 2023. Additionally, the company is working to satisfy audit committee rule by December 1, 2023, pursuant to the Panel’s decision. There can be no assurances, however, that the Company will be able to satisfy the foregoing criteria for continued listing. Further, the Panel also advised it reserves the right to reconsider the terms of the foregoing based on any event, condition or circumstance that exists or develops that would, in the opinion of the Panel, make continued listing of the Company’s securities on the Nasdaq Capital Market inadvisable or unwarranted.

As previously disclosed, on August 4, 2023, the Company was notified by the Staff of Nasdaq’s Listing Qualifications Department (the “Staff”) that the Staff had determined to delist the Company’s securities from Nasdaq unless the Company timely requested a hearing before the Panel which the Company did. The Staff’s determination was based upon the Company evidencing: a closing bid price of less than \$1.00 per share, a market value of listed securities of less than \$15 million and audit committee composition of less than three independent directors, in contravention of Nasdaq Listing Rules 5550(a)(2) and (b)(2), and 5605(c)(2) respectively. The Panel’s November 9, 2023 decision as outlined above is the result of such hearing.

On November 9, 2023, micromobility.com Inc. announced via press release, the results of the determination of the Panel titled “Micromobility.com Inc. Granted Extension for Continued Listing on Nasdaq”. A copy of the press release is attached hereto.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

Exhibit Number	Description
99.1	Press Release dated November 9, 2023
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.

Dated: November 9, 2023

micromobility.com Inc.

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer

micromobility.com

Micromobility.com Inc. Granted Extension for Continued Listing on Nasdaq

November 9, 2023

NEW YORK--(BUSINESS WIRE)--Nov. 9, 2023-- Micromobility.com (Nasdaq: MCOM) a leader in innovative urban transportation solutions, today announced it has received an extension from the Nasdaq Hearings Panel to continue its listing on the Nasdaq Capital Market. This decision is subject to the company meeting specific compliance criteria within designated timeframes.

This press release features multimedia. View the full release here: <https://www.businesswire.com/news/home/20231109233516/en/>

The Nasdaq Hearings Panel has stipulated that Micromobility.com Inc. must meet all the continued listing requirements, including the Bid Price and Market Value of Listed Securities (MVLS) requirements by the deadline of December 29, 2023.

The CEO of Micromobility.com Inc. expressed appreciation to Nasdaq for the opportunity to continue executing the company's strategic plan, stating, "Our team is fully committed to addressing the compliance issues identified by Nasdaq and is actively working towards enhancing our growth trajectory and maximizing shareholder value." This positive outcome from the Nasdaq Hearings Panel reflects the diligent efforts by Micromobility.com Inc. to align with compliance standards, underscored by its recent strategic initiatives, including the acquisition of the e-vehicle subscription service Wheels, and the expansion into new markets with additional retail outlets. The company is firmly dedicated to meeting the Panel's conditions and is strategically positioned to take further actions to ensure ongoing compliance and bolster investor confidence.

Please visit www.micromobility.com

For further details about micromobility.com and its pioneering micro-mobility initiatives, please visit www.micromobility.com

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. 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.

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