

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): **December 18, 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 December 18, 2023, the Company was notified by The Nasdaq Stock Market LLC (“Nasdaq”) that as a result of the Company’s previously disclosed noncompliance with Nasdaq Listing Rules 5550(a)(2) and 5550(b)(2), Nasdaq has determined to delist the Company’s common stock and warrants from the Nasdaq Capital Market and, accordingly, will suspend trading in the Company’s common stock and warrants effective at the open of business, on December 20, 2023. Nasdaq further indicated that it will file a Form 25 Notification of Delisting with the United States Securities and Exchange Commission.

The Company will apply to have its common stock and warrants quoted on the OTC Markets’ OTCQB® market tier, an electronic quotation service operated by OTC Markets Group Inc. for eligible securities traded over-the-counter. Pending approval, the Company expects that trading of the Company’s common stock and warrants will commence on the OTC Pink Sheets at the open of business on December 20, 2023, under its current trading symbol “MCOM” and “MCOMW”.

The transition to the quotation of the Company’s common stock on the OTC Markets will have no effect on the Company’s business or operations. The Company will continue to file periodic and other required reports with the SEC under applicable federal securities laws that will be available on the SEC’s website, www.SEC.gov.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|--|
| 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: December 19, 2023

micromobility.com Inc.

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer