

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): April 26, 2023 (April 25, 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)

(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 3.02 Unregistered Sale of Equity Securities

On April 25, 2023, micromobility.com Inc. (the “Company”) and Massimo Ponzellini agreed to convert an outstanding amount of \$90,000 of earned but unpaid consulting services accrued pursuant to a consulting agreement entered into on March 23, 2019 (the “Consulting Agreement”) among Mr. Ponzellini and the Company into 59,524 shares (the “Shares”) of the Company’s class A common stock, par value \$0.00001 per share (“Class A Common Stock”) based on a conversion price equal to 105% of the closing price of the Class A Common Stock on the Nasdaq Capital Market on April 25, 2023. This issuance was exempt from registration under the Securities Act of 1933, as amended, in reliance on Sections 3(a)(9) and 4(a)(2) of the Securities Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description of Document |
|-----------------------|------------------------------------------------------------------------|
| 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: April 26, 2023

micromobility.com Inc

By: /s/ Salvatore Palella

Name: Salvatore Palella

Title: Chief Executive Officer