

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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 24, 2024

ENERGOUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-36379  
(Commission  
File Number)

46-1318953  
(IRS Employer  
Identification No.)

3590 North First Street, Suite 210  
San Jose, California 95134  
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (408) 963-0200

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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class registered	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001 per share	WATT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officer.**

Effective March 24, 2024 (the "Effective Date"), Cesar Johnston is no longer serving as President and Chief Executive Officer of Energoous Corporation (the "Company"). Mr. Johnston will remain a member of the Company's Board of Directors (the "Board"). The Board has initiated a search to identify a permanent successor as chief executive officer of the Company.

As of the Effective Date, the Board appointed Mallorie Burak, the Company's Chief Financial Officer, to also serve as interim principal executive officer until the appointment of a permanent replacement chief executive officer for the Company. In connection with her dual service as Chief Financial Officer and principal executive officer, Ms. Burak will receive a special bonus of \$75,000 payable as a lump sum within 30 days following the Effective Date. In addition, the Board established an Office of the Chair, composed of Reynette Au, Chair of the Board, and Ms. Burak. The Office of the Chair will oversee strategic planning and direction of the Company, working closely with the Board, the senior leadership team, and other stakeholders to deliver the strategic mission of the Company.

In connection with his cessation as an officer of the Company, Mr. Johnston will be entitled to receive the benefits and payments set forth in the Amended and Restated Severance and Change in Control Agreement, dated December 6, 2021, between the Company and Mr. Johnston, subject to the terms and conditions set forth therein.

**Item 7.01. Regulation FD Disclosure.**

On March 26, 2024, the Company issued a press release announcing the leadership changes outlined above. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), 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 shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
<u>99.1</u>	<u><a href="#">Press release, dated March 26, 2024</a></u>
104	Cover Page Interactive Data File (embedded as Inline XBRL document)

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**SIGNATURES**

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.

**ENERGIOUS CORPORATION**

Date: March 26, 2024

By: /s/ Mallorie Burak  
Name: Mallorie Burak  
Title: Chief Financial Officer

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**Energous Announces Leadership Change***Cesar Johnston Is No Longer Serving as President & CEO**Board of Directors Conducting Search for Successor; Establishes Office of the Chair to Lead Operations in Interim Period*

SAN JOSE, Calif., Mar. 26, 2024 --(BUSINESS WIRE) -- Energous Corporation (NASDAQ: WATT), a leading developer of RF-based intelligent wireless power networks, today announced that Cesar Johnston is no longer serving in his role as President & CEO of Energous, effective immediately. The Board of Directors has initiated a search to identify a permanent successor. He will remain on the Company's Board of Directors.

Reynette Au, Chair of the Board, stated: "On behalf of the full Board, I want to thank Cesar for his contributions to Energous, particularly for his work securing critical regulatory approvals for our WattUp wireless power transfer technology. As we conduct a search for a successor, our Board and leadership remain focused on executing our smart IoT-centric strategy to enable new high-value IoT markets using Energous wireless power networks, broaden the adoption of our next-generation WattUp technology and improve operational efficiencies."

The Board has established an Office of the Chair, composed of Reynette Au, Chair of the Board; and Mallorie Burak, Chief Financial Officer, who has also been named Principal Executive Officer for the interim period. The Office will oversee strategic planning and direction, working closely with the Company's Board of Directors, Board of Advisors, senior leadership, partner ecosystem and other stakeholders to deliver on its mission to unleash the full potential of IoT through wireless power networks.

As previously announced, Energous will hold a conference call on Thursday, March 28, at 1:30 p.m. PT (4:30 p.m. ET) to discuss its financial results for the year ended December 31, 2023.

Follow Energous' corporate pages on X, Facebook and LinkedIn.

**About Energous Corporation**

Energous Corporation (NASDAQ: WATT) has been pioneering wireless charging over distance technology since 2012. Today, as the global leader in wireless charging over distance, its networks are safely and seamlessly powering its customers' RF-based systems in a variety of industries, including retail, industrial, healthcare and more. Its total network solution is designed to support a variety of applications, including inventory and asset tracking, smart manufacturing, electronic shelf labels, IoT sensors, digital supply chain management, inventory management, loss prevention, patient/people tracking and sustainability initiatives. The number of industries and applications it serves is rapidly growing as it works to support the next generation of the IoT ecosystem.

**Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this press release are forward-looking statements. Forward-looking statements may describe our future plans and expectations and are based on the current beliefs, expectations and assumptions of Energous. These statements generally use terms such as "believe," "expect," "may," "will," "should," "could," "seek," "intend," "plan," "estimate," "anticipate" or similar terms. Examples of forward-looking statements in this release include but are not limited to statements about the future of the global wireless charging industry and statements about our technology and its expected functionality. Factors that could cause actual results to differ from current expectations include: uncertain timing of necessary regulatory approvals; timing of customer product development and market success of customer products; our dependence on distribution partners; and intense industry competition. We urge you to consider those factors, and the other risks and uncertainties described in our most recent annual report on Form 10-K as filed with the Securities and Exchange Commission (SEC), any subsequently filed quarterly reports on Form 10-Q as well as in other documents that may have been subsequently filed by Energous, from time to time, with the SEC, in evaluating our forward-looking statements. In addition, any forward-looking statements represent Energous' views only as of the date of this release and should not be relied upon as representing its views as of any subsequent date. Energous does not assume any obligation to update any forward-looking statements unless required by law.

**Energous Investor Relations**

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**Energous Corporate Communications**

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