

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): August 6, 2025

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 330
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 3.03. Material Modification to Rights of Security Holders.

The information provided in Item 5.03 is incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 7, 2025, as approved by the stockholders of Energois Corporation d/b/a Energois Wireless Power Solutions (the “Company”) on June 11, 2025, the Company filed a Certificate of Amendment (the “Amendment”) to its Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 1-for-30 reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, \$0.00001 par value per share (the “Common Stock”), to be effective as of 12:01 a.m. Eastern Time on August 11, 2025 (the “Effective Time”). The Reverse Stock Split is intended to bring the Company into compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market.

At the Effective Time, every thirty shares of issued and outstanding Common Stock will be automatically combined and reclassified into one issued and outstanding share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are instead entitled to receive a cash payment in lieu of such fractional shares.

The Reverse Stock Split did not change the authorized number of shares or the par value of the Common Stock nor modify any voting rights of the Common Stock. Proportionate adjustments will be made to the per share exercise prices and the number of shares issuable under all outstanding equity awards, warrants or convertible securities, and to the number of shares issued and issuable under the Company’s Amended and Restated 2024 Equity Incentive Plan.

Following the Reverse Stock Split, the shares of Common Stock will continue to trade on the Nasdaq Capital Market under the symbol “WATT”. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 29272C 301.

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

On August 6, 2025, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 8.01. Other Events.

The information provided in Item 5.03 is incorporated by reference herein.

The Company has registration statements on Form S-3 (File No. 333-283819) and registration statements on Form S-8 (File Nos. 333-196360, 333-204690, 333-214785, 333-223747, 333-225396, 333-248536, 333-259621, 333-266923, 333-278352 and 333-280514) on file with the Securities and Exchange Commission (the “SEC”). SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offerings covered by registration statements filed on Form S-3 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 of this Current Report on Form 8-K is therefore intended to be automatically incorporated by reference into each of the registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of Common Stock deemed to be covered by the registration statements listed above are proportionately reduced as of the Effective Time to give effect to the Reverse Stock Split.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Energous Corporation.
99.1	Press Release dated August 6, 2025
104	Cover Page Interactive Data File (embedded as Inline XBRL document)

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.

ENERGOUS CORPORATION

Date: August 11, 2025

By: /s/ Mallorie Burak

Name: Mallorie Burak

Title: Chief Executive Officer and Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
ENERGIOUS CORPORATION**

Energous Corporation (the “*Corporation*”), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the corporation is Energous Corporation. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of Delaware on October 30, 2012, under the name “DvineWave Inc.” The Corporation’s Amended and Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on May 10, 2013. The Corporation’s Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on March 26, 2014, and was amended on March 27, 2014, May 26, 2020, July 27, 2020, July 27, 2020, and August 15, 2023 (as so amended, the “*Second Amended and Restated Certificate of Incorporation*”).

SECOND: Article IV of the Second Amended and Restated Certificate of Incorporation is hereby amended by adding the following two paragraphs as new paragraphs fourth and fifth:

“Contingent and effective as of 12:01 a.m. Eastern time on August 11, 2025 (the “*Effective Time*”), each thirty (30) shares of the Corporation’s Common Stock, par value \$0.00001 per share (the “*Common Stock*”), issued and outstanding prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.00001 per share, of the Corporation (the “*Reverse Split*”). No fractional share shall be issued in connection with the foregoing combination of the shares pursuant to the Reverse Split. The Corporation will pay in each case the fair value of such fractional shares, without interest and as determined in good faith by the Board of Directors of the Corporation when those entitled to receive such fractional shares are determined.

The Reverse Split shall occur automatically without any further action by the holders of Common Stock, and whether or not the certificates representing such shares have been surrendered to the Corporation; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable as a result of the Reverse Split unless the existing certificates evidencing the applicable shares of stock prior to the Reverse Split are either delivered to the Corporation, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed, and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.”

THIRD: The foregoing amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment so adopted (i) shall be effective as of 12:01 a.m. Eastern time on August 11, 2025, (ii) reads in full as set forth above and (iii) is hereby incorporated into the Second Amended and Restated Certificate of Incorporation by this reference. All other provisions of the Second Amended and Restated Certificate of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 7th day of August, 2025.

ENERGOUS CORPORATION

By: /s/ Mallorie Burak

Mallorie Burak

Chief Executive Officer and Chief Financial Officer



Energous Corporation Announces 1-for-30 Reverse Stock Split

SAN JOSE, Calif. – August 6, 2025 – Energous Corporation d/b/a Energous Wireless Power Solutions (Nasdaq: WATT) (the “Company,” “we,” or “our”), a pioneer in scalable, over-the-air (OTA) wireless power networks, today announced that it will implement a 1-for-30 reverse stock split of its issued and outstanding shares of common stock (the “Reverse Stock Split”), effective at 12:01 a.m. Eastern Time on August 11, 2025. The Reverse Stock Split was approved by the Company’s stockholders at its Annual Meeting of Stockholders held on June 11, 2025, with the final ratio, within the range approved by stockholders, subsequently determined by the Company’s board of directors. The Reverse Stock Split is intended to bring the Company into compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market.

The Company’s common stock is expected to begin trading on a split-adjusted basis when the markets open on August 11, 2025 under the Company’s existing trading symbol “WATT” with the new CUSIP number 29272C 301.

At the effective time of the Reverse Stock Split, every 30 shares of the Company’s issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock without any change in the par value per share. Proportionate adjustments will be made to reduce the number of shares of common stock issuable upon the vesting, settlement and exercise of the Company’s outstanding equity awards and warrants, to reduce the number of shares issued and issuable under the Company’s equity incentive plans, and to increase the exercise and purchase prices of such securities, as applicable.

Fractional shares will not be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will be entitled to receive a cash payment in lieu thereof. The Reverse Stock Split will affect all stockholders uniformly and will not alter any stockholder’s relative interest in the Company’s equity securities, except for any adjustments for fractional shares.

Computershare Trust Company, N.A. is acting as the exchange agent and transfer agent for the Reverse Stock Split. Stockholders holding their shares electronically are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker or other nominee will have their positions adjusted to reflect the Reverse Stock Split and will receive payment for any fractional shares in accordance with their respective bank’s, broker’s, or nominee’s particular processes.

About Energous Wireless Power Solutions

Energous Corporation d/b/a Energous Wireless Power Solutions (Nasdaq: WATT) is pioneering scalable, over-the-air (OTA) wireless power networks that enable unprecedented levels of visibility, control, and intelligent business automation. The Company’s wireless power transmitter and receiver technologies deliver continuous access to wireless power, helping drive a new generation of battery-free devices for asset and inventory tracking and management—from retail sensors, electronic shelf labels, and asset trackers, to air quality monitors, motion detectors, and more. For more information, visit <http://www.energous.com/> or follow on [LinkedIn](#).

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 timing and implementation of the Reverse Stock Split and the commencement of trading of the Company’s post-split common stock, the impact of the Reverse Stock Split on the Company’s securityholders, including any adjustments that may result from the treatment of fractional shares, the potential for the Company to regain compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market and the expected number of shares of common stock to be issued and outstanding following the Reverse Stock Split. 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.

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