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**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): June 27, 2024

**KORE Group Holdings, Inc.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40856  
(Commission  
File Number)

86-3078783  
(I.R.S. Employer  
Identification No.)

3 Ravinia Drive NE, Suite 500  
Atlanta, GA 30346  
877-710-5673

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	KORE	New York Stock Exchange

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.

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### **Item 3.03. Material Modification to Rights of Security Holders**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K (this “Current Report”) is incorporated herein by reference.

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

As previously disclosed, on June 12, 2024, KORE Group Holdings, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders approved a proposal to approve an amendment to the Amended and Restated Certificate of Incorporation of the Company (the “Charter”) to effect, at the discretion of the Company’s Board of Directors (the “Board”), a reverse stock split of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), at a ratio in the range of 1-for-4 to 1-for-10 (or any whole number in between), with such ratio to be determined at the discretion of the Board. As previously disclosed, on June 20, 2024, the Board approved the reverse stock split at a ratio of 1-for-5 (the “Reverse Stock Split”).

On June 26, 2024, the Company filed the certificate of amendment (the “Certificate of Amendment”) to the Charter with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, to be effective at 12:01 a.m. Eastern Time on July 1, 2024 (the “effective date”).

As a result of the Reverse Stock Split, every five shares of the Company’s Common Stock issued and outstanding as of the effective date will be automatically reclassified into one share of the Company’s Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record at the effective date of the Reverse Stock Split who otherwise would be entitled to receive fractional shares because they hold a number of pre-split shares not evenly divisible by the number of pre-split shares for which each post-split share is to be exchanged, will automatically, in lieu of a fractional share, be entitled, to have their fractional shares rounded up to the next whole share and receive an additional whole share of Common Stock in lieu of such fractional shares.

Proportionate adjustments are also being made to the exercise prices and the number of shares underlying the Company’s outstanding equity awards, as applicable, as well as to the number of shares issuable under the KORE Group Holdings, Inc. 2021 Long-Term Stock Incentive Plan and certain existing agreements. The Common Stock issued pursuant to the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split does not decrease the number of authorized shares of Common Stock or otherwise affect the par value of the Common Stock.

Trading of the Company’s Common Stock on the New York Stock Exchange (the “NYSE”) is expected to commence on a split-adjusted basis when the market opens on July 1, 2024, under the existing trading symbol “KORE.” The new CUSIP number for the Common Stock following the Reverse Stock Split is 50066V 305.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

### **Forward-Looking Statements**

This Current Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Current Report other than statements of historical fact, including, without limitation, statements regarding the expected timing of the Reverse Stock Split, the effects of the Reverse Stock Split, and the anticipated timing of the commencement of trading of the Common Stock on a split-adjusted basis, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “potential,” “continue,” “anticipate,” “intend,” “expect,” “strategy,” “future,” “could,” “would,” “project,” “plan,” “target,” and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including but not limited to the risk that the Reverse Stock Split may impact the Company’s results of operations, business operations and reputation with or ability to serve its stockholders and/or customers, and the trading prices and volatility of the Common Stock; the Reverse Stock Split may not be adequate to cure compliance with Section 802.01C of the NYSE Listed Company Manual or that the Company may otherwise fail to meet the NYSE’s continued listing standards, and the other factors, risks and uncertainties included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, as such factors may be updated from time to time in the Company’s other filings with the Securities and Exchange Commission (the “SEC”), accessible on the SEC’s website at [www.sec.gov](http://www.sec.gov) and the Investors section of the Company’s website at [www.korewireless.com](http://www.korewireless.com), which could cause the Company’s actual results to differ materially from those indicated by the forward-looking statements made in this Current Report. Any such forward-looking statements represent management’s estimates as of the date of this Current Report. While the Company may elect to update such forward-looking statements at some point in the future, it disclaims any obligation to do so, even if subsequent events cause the Company’s views to change.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of KORE Group Holdings, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

KORE Group Holdings, Inc.

Date: June 27, 2024

By: /s/ Jack W. Kennedy Jr.  
Name: Jack W. Kennedy Jr.  
Title: Executive Vice President, Chief Legal Officer, and Secretary

**CERTIFICATE OF AMENDMENT TO  
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**Pursuant to Section 242 of the General Corporation Law of the State of Delaware**

KORE Group Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

**FIRST:** The name of the Corporation is KORE Group Holdings, Inc.

**SECOND:** The original certificate of incorporation of the Corporation was filed with the Secretary of State of Delaware on March 5, 2021 (the "Original Certificate of Incorporation"). The name under which the Original Certificate of Incorporation was filed is "King Pubco, Inc." An amendment to the Original Certificate of Incorporation which amended the provisions of the Original Certificate of Incorporation, was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL"), and such amendment to the Original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on September 28, 2021 (the "First Amendment to the Certificate of Incorporation"). The name under which the First Amendment to the Certificate of Incorporation was filed is "King Pubco, Inc." The Original Certificate of Incorporation, as amended by the First Amendment to the Certificate of Incorporation, was amended and restated by the Amended and Restated Certificate of Incorporation (the "A&R Certificate of Incorporation"), which was duly adopted in accordance with Sections 242 and 245 of the DGCL and the A&R Certificate of Incorporation and filed with the Secretary of State of the State of Delaware on September 30, 2021.

**THIRD:** The Corporation hereby amends the A&R Certificate of Incorporation as follows:

ARTICLE IV of the A&R Certificate of Incorporation is hereby amended by adding the following paragraph at the end of such section:

"At 12:01 a.m., Eastern Time, on July 1, 2024 (the "Effective Time") pursuant to the DGCL, every five (5) issued and outstanding shares or shares held by the Corporation as treasury stock of the Corporation's Common Stock, as of the date and time immediately preceding the Effective Time (the "Old Shares"), shall automatically be reclassified as and converted into one (1) validly issued, fully paid and non-assessable share of Common Stock of the Corporation (the "New Shares") without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). Further, every right, option and warrant to acquire Old Shares outstanding immediately prior to the Effective Time shall, as of the Effective Time and without any further action, automatically be reclassified into the right to acquire New Shares based on the conversion ratio of shares of Old Shares to New Shares set forth in the preceding sentence, but otherwise upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately adjusted). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive that number of New Shares based on the conversion ratio of their shares of Old Shares to New Shares set forth above, rounded up to the next whole share of Common Stock. Each holder of record of a certificate which immediately prior to the last trading day preceding the date of the Effective Time (the "Effective Date") represents Old Shares (the "Old Certificates") shall be entitled to receive upon surrender of such Old Certificates to the Corporation's transfer agent for cancellation, a certificate (the "New Certificates") representing the number of whole shares of Common Stock into and for which the shares formerly represented by such

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Old Certificates so surrendered are exchangeable. From and after the Effective Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof.”

**FOURTH:** This Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL.

**FIFTH:** This Certificate of Amendment shall be effective on July 1, 2024 at 12:01 am ET.

**IN WITNESS WHEREOF,** KORE Group Holdings, Inc. has caused this Certificate of Amendment to be signed by its Executive Vice President, Chief Legal Officer and Secretary this 26<sup>th</sup> day of June, 2024.

**KORE GROUP HOLDINGS, INC.**

By: /s/ Jack W. Kennedy Jr.  
Name: Jack W. Kennedy Jr.  
Title: Executive Vice President,  
Chief Legal Officer and Secretary