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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): September 12, 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On September 12, 2024, KORE Group Holdings, Inc. (the “Company”) received notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) that the Company is not in compliance with the continued listing standards set forth in Section 802.01B of the NYSE Listed Company Manual because its average global market capitalization over a consecutive 30 trading-day period was less than \$50 million, and, at the same time, its stockholders’ equity was less than \$50 million.

The Company plans to submit a plan to the NYSE on or before October 27, 2024 to advise the NYSE of the action that Company is taking to regain compliance with the NYSE continued listing standards within 18 months of the receipt of the notice. The NYSE will have 45 days after the receipt of the plan to review and determine whether the Company has made a reasonable demonstration of its ability to regain compliance with the relevant standards within the 18-month cure period. The NYSE will either accept the plan, at which time the Company would be subject to ongoing monitoring for compliance with the plan, or the NYSE will not accept the plan, and the Company would be subject to suspension and delisting procedures. If the NYSE accepts the plan, the Company’s common stock will continue to be listed and traded on the NYSE during the 18-month cure period, subject to the Company’s compliance with other continued listing standards, and the Company will be subject to quarterly monitoring by the NYSE for compliance with the plan.

The notice has no immediate impact on the listing of the Company’s common stock. The Company will continue to file periodic and other reports with the Securities and Exchange Commission under applicable federal securities laws.

**Forward-Looking Statements**

This Current Report on Form 8-K contains “forward-looking statements” related to future events. Forward-looking statements contain words such as “intend”, “anticipate”, “believe”, “future”, “will,” “may” or “would” and similar expressions. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Although the Company believes the expectations reflected in any forward-looking statement are based on reasonable assumptions, it can give no assurance that its expectations will be attained, and it is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks, uncertainties and other factors. Such factors include, but are not limited to, the NYSE’s acceptance of the Company’s compliance plan, the Company’s ability to cure the deficiency set forth in the Notice and for its common stock to remain listed on the NYSE. Forward-looking statements speak only as of the date they are made. Forward-looking statements are also subject to the risk factors and cautionary language described from time to time in the reports the Company files with the U.S. Securities and Exchange Commission, including those in the Company’s most recent Annual Report on Form 10-K for the year ended December 31, 2023 and any updates thereto in the Company’s Quarterly Reports on Form 10-Q. These risks and uncertainties may cause actual future results to be materially different than those expressed in such forward-looking statements. The Company has no obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise, and does not undertake to do so except as required by law.

**Item 7.01. Regulation FD Disclosure.**

On September 16, 2024, the Company issued a press release announcing the failure to satisfy the continued listing described in this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information set forth under this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated September 16, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: September 16, 2024

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



## **KORE Receives Continued Listing Standard Notice from NYSE**

### ***KORE intends to cure the deficiency and return to compliance with NYSE listing standard***

ATLANTA (September 16, 2024) – KORE Group Holdings, Inc. (NYSE: KORE) (“KORE” or the “Company”), a global leader in Internet of Things (“IoT”) solutions and pioneering IoT hyperscaler, announced that on September 12, 2024, it received a notice (“Notice”) from the New York Stock Exchange (“NYSE”) notifying KORE that it is not in compliance with Section 802.01B of the NYSE’s Listed Company Manual (“Rule 802.01B”) because KORE’s average global market capitalization over a consecutive 30 trading-day period was less than \$50 million, and, at the same time, its stockholders’ equity was less than \$50 million.

In accordance with NYSE procedures, within 45 days from receipt of the Notice, KORE intends to submit a plan to the NYSE advising it of the definitive actions the company has taken, is taking, or plans to take that would bring it into conformity with the continued listing standards. If the NYSE accepts KORE’s plan, the Company’s common stock will continue to be listed and traded on the NYSE during the 18-month cure period, subject to KORE’s compliance with other NYSE continued listing standards and continued periodic review by the NYSE of KORE’s progress with respect to the plan.

KORE expects its Common Stock to continue to be listed and trade on the NYSE during this period, subject to its compliance with other NYSE continued listing standards. The receipt of the Notice does not affect KORE’s business, operations or reporting requirements with the Securities and Exchange Commission.

### **About KORE**

KORE is a pioneer, leader, and trusted advisor delivering mission critical IoT solutions and services. We empower organizations of all sizes to improve operational and business results by simplifying the complexity of IoT. Our deep IoT knowledge and experience, global reach, purpose-built solutions, and deployment agility accelerate and materially impact our customers’ business outcomes. For more information, visit [korewireless.com](http://korewireless.com).

### **Cautionary Note on Forward-Looking Statements**

This press release includes certain statements that are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,”

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"potential," "seem," "seek," "future," "outlook," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Although KORE believes the expectations reflected in any forward-looking statement are based on reasonable assumptions, it can give no assurance that its expectations will be attained, and it is possible that actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks, uncertainties and other factors. Such factors include, but are not limited to, the NYSE's acceptance of KORE's compliance plan, KORE's ability to cure the deficiency set forth in the Notice, and for KORE's common stock to remain listed on the NYSE. Forward-looking statements speak only as of the date they are made. Forward-looking statements are also subject to the risk factors and cautionary language described from time to time in the reports KORE files with the U.S. Securities and Exchange Commission, including those in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2023 and any updates thereto in the Company's Quarterly Reports on Form 10-Q. These risks and uncertainties may cause actual future results to be materially different than those expressed in such forward-looking statements. KORE has no obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise, and does not undertake to do so except as required by law.

**KORE Investors Contact:**

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