

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 8, 2024

INNOVATE CORP.

(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-35210</u> (Commission File Number)	<u>54-1708481</u> (I.R.S. Employer Identification No.)
295 Madison Ave, 12th Fl New York, NY		10017
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code:		(212) 235-2691

Former name or former address, if changed since last report

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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VATE	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At the Annual Meeting of Stockholders of INNOVATE Corp. (the “Company”) held on June 18, 2024 (the “Annual Meeting”), the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors (the “Board”), in its discretion following the Annual Meeting, to amend the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to effect a reverse stock split of all of the outstanding shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a ratio ranging from any whole number between 1-for-2 and 1-for-10. On July 4, 2024, the Board approved the Reverse Stock Split at a ratio of 1-for-10 (the “Reverse Stock Split”). On August 8, 2024, the Company filed the certificate of amendment (the “Certificate of Amendment”) to the Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. The Reverse Stock Split became effective in the State of Delaware at 5:00 p.m., Eastern Time, on August 8, 2024.

As a result of the Reverse Stock Split, every 10 shares of the Company’s Common Stock issued or outstanding were automatically reclassified into one new share of Common Stock without any action on the part of the holders. Proportionate adjustments will be made to the per share exercise prices and the number of shares underlying the Company’s outstanding equity awards, to the number of shares issuable under the Company’s equity incentive plans, to the conversion rate of the Company’s outstanding 7.5% Convertible Senior Notes due 2026, and to the conversion price of the Company’s outstanding preferred stock. The Reverse Stock Split did not affect the number of authorized shares of Common Stock or the par value of the Common Stock.

Trading of the Company’s Common Stock on the NYSE is expected to commence on a split-adjusted basis when the market opens on August 9, 2024, under the existing trading symbol “VATE.”

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of 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.

Item 8.01 Other Events

The information in Item 5.03 of this report is incorporated herein by reference.

The company has registration statements on Form S-8 (File Nos. 333-198727, 333-218835, and 333-224657) and a registration statement on Form S-3 (File No. 333-274760) (collectively, the “Registration Statements”) 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, prior to the termination of the offerings covered by these Registration Statements. Information in this Item 8.01 is intended to be automatically incorporated by reference into each of these Registration Statements, 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 covered by the Registration Statements is proportionately reduced as of the effective time of 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 INNOVATE Corp., dated August 8, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the 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.

Date: August 8, 2024

INNOVATE Corp. (Registrant)

By: /s/ Michael J. Sena

Name: Michael J. Sena

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
INNOVATE CORP.**

INNOVATE Corp. (the “Corporation”), a corporation organized and existing under the Delaware General Corporation Law (the “DGCL”), by its duly authorized officer, does hereby certify that:

1. The name of the Corporation is INNOVATE Corp.
2. The amendments set forth herein have been duly adopted by the board of directors and stockholders of the Corporation in accordance with Section 242 of the DGCL.
3. Clause (a) of Article FOURTH of the Corporation’s Second Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

“(a) Authorized Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is 270,000,000 shares of capital stock, consisting of (i) 250,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), and (ii) 20,000,000 shares of preferred stock, par value \$0.001 per share (the “Preferred Stock”).

Effective at 5:00 p.m., Eastern time, on the date of filing this Certificate of Amendment to the Certificate of Incorporation (the “Effective Time”), a one-for-10 reverse stock split of the Corporation’s Common Stock shall become effective (the “Reverse Stock Split”), pursuant to which each ten shares of Common Stock issued and held of record by each stockholder of the Corporation, or held by the Corporation in treasury stock, immediately prior to the Effective Time (“Old Common Stock”) shall be reclassified and combined into one validly issued, fully-paid and nonassessable share of Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Common Stock from and after the Effective Time (“New Common Stock”). The par value of the New Common Stock following the Reverse Stock Split shall remain at \$0.001 per share.

To the extent that any stockholder would have otherwise been deemed to own a fractional share of New Common Stock after the Effective Time as a result of the Reverse Stock Split, such fractional share resulting from the Reverse Stock Split shall instead be rounded up to the nearest whole share. Each holder of a certificate or certificates that immediately prior to the Effective Time represented outstanding shares of Old Common Stock (each, an “Old Certificate”) will be entitled to receive, upon surrender of such Old Certificate(s) to the Company for cancellation, a certificate or certificates (each, a “New Certificate”) representing the number of whole shares (rounded up to the nearest whole share) of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by

