

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): October 4, 2024

Expion360 Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

001-41347
(Commission
File Number)

81-2701049
(I.R.S. Employer
Identification No.)

2025 SW Deerhound Avenue
Redmond, OR 97756
(Address of principal executive offices and zip code)

(541) 797-6714
(Registrant's telephone number, including area code)

Not Applicable
(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:

- 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(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	XPON	The Nasdaq Capital Market

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.

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

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

As previously announced, at the Annual Meeting of Stockholders of Expion360 Inc. (the “Company”), held on September 27, 2024 (the “2024 Annual Meeting”), the stockholders of the Company approved an amendment to the Company’s Articles of Incorporation to effect a reverse stock split of the Company’s outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”) at a ratio between 1-for-50 and 1-for-100 at any time within one year after stockholder approval is obtained, with the timing of the filing of the Amendment, and the exact reverse stock split ratio, to be determined in the sole discretion of the Company’s Board of Directors (the “Board”).

On September 27, 2024, following the 2024 Annual Meeting, the Board determined to implement the reverse stock split of the Common Stock at a 1-for-100 ratio (the “Reverse Stock Split”) and approved the filing of a Certificate of Amendment (the “Certificate of Amendment”) of the Articles of Incorporation of the Company to effect the Reverse Stock Split.

On October 4, 2024, the Certificate of Amendment to effect the Reverse Stock Split was filed with the Secretary of State of Nevada. The Reverse Stock Split will become effective at 5:00 p.m. Pacific Time on October 8, 2024 (the “Effective Time”). The Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “XPON” and will begin trading on a post-split basis when the market opens on October 9, 2024. At the Effective Time of the Reverse Stock Split, every 100 shares of the Company’s issued and outstanding Common Stock will be combined into one share of Common Stock issued and outstanding, with no change to the par value of \$0.001 per share. No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split and instead each holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share. In addition, the Reverse Stock Split will effect a reduction in the number of shares issuable pursuant to the Company’s equity awards, warrants and non-plan options outstanding as of the Effective Time of the Reverse Stock Split, and a corresponding increase in the respective exercise prices, conversion prices, reset prices and the like thereunder. The Reverse Stock Split affects all stockholders uniformly and will not alter any stockholder’s percentage interest in the Common Stock, except for adjustments that may result from the treatment of fractional shares.

A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report and incorporated herein by reference.

Item 8.01. Other Events.

On October 7, 2024, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment of the Articles of Incorporation
99.1	Press Release dated October 7, 2024
104	Cover Page Interactive Data File (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.

EXPION360 INC.

Date: October 7, 2024

By: /s/ Brian Schaffner
Name: Brian Schaffner
Title: Chief Executive Officer

Certificate of Amendment of the Articles of Incorporation

11:02:50 a.m. 10-04-2024 5 13022489762

To: Page: 5 of 7 2024-10-04 11:03:01 PDT

Filed in the Office of <i>F. V. Aguilar</i>	Business Number E18732192021-0
Secretary of State State Of Nevada	Filing Number 20244380559
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FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: Expion360 Inc.
	Entity or Nevada Business Identification Number (NVID): NV20212271723
2. Restated or Amended and Restated Articles: (Select one) <small>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</small>	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) <small>(If amending, complete section 1, 3, 5 and 6.)</small>	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: a majority Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____

* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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Secretary of State
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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional) Date: 10/08/2024 Time: 5:00 pm Pacific Time
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)
Changes to takes the following effect:
 The entity name has been amended.
 The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
 The purpose of the entity has been amended.
 The authorized shares have been amended.
 The directors, managers or general partners have been amended.
 IRS tax language has been added.
 Articles have been added.
 Articles have been deleted.
 Other.
The articles have been amended as follows: (provide article numbers, if available)
Section 1 of ARTICLE IV as per Exhibit A attached hereto
(attach additional page(s) if necessary)

6. Signature: (Required)
 [Signature] Chief Executive Officer
Signature of Officer or Authorized Signer Title

Signature of Officer or Authorized Signer Title
*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

EXHIBIT A

**CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
EXPION360 INC.**

Adopted in accordance with the provisions
of Section 78.2055 of the Nevada Revised Statutes

Expion360 Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Nevada, by its duly authorized officer, does hereby certify:

FIRST: That the Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 78.2055 of the Nevada Revised Statutes setting forth a proposed amendment to the Articles of Incorporation of the Corporation (the "Certificate of Amendment") and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 78.2055 of the Nevada Revised Statutes of the State of Nevada. The amendment amends the Articles of Incorporation of the Corporation as follows:

ARTICLE IV of the Corporation's Articles of Incorporation shall be amended by adding a new paragraph after the first paragraph of Section 1 of ARTICLE IV to read as follows:

"Each one hundred (100) shares of the Common Stock, par value \$0.001 per share, of the Corporation issued and outstanding or held in treasury as of the effectiveness of this Certificate of Amendment of the Articles of Incorporation with the Secretary of State of the State of Nevada shall automatically be reclassified as, combined and changed into one (1) share of Common Stock, par value \$0.001 per share, of the Corporation, without any action by the holders thereof. No fractional shares shall be issued in connection with this reclassification. A holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the reclassification will receive one whole share of Common Stock in lieu of such fractional share."

SECOND: This Certificate of Amendment shall be effective as of October 8, 2024 at 5:00 p.m. Pacific Time.

EXPION360

Expion360 Announces 1-For-100 Reverse Stock Split

REDMOND, OR – October 7, 2024 -- Expion360 Inc. (Nasdaq: XPON) (“Expion360” or the “Company”), an industry leader in lithium-ion battery power storage solutions, today announced that its Board of Directors authorized the stockholders approved 1-for-100 reverse stock split (the “Reverse Stock Split”) of its common stock, par value \$0.001 per share (the “Common Stock”).

The Reverse Stock Split will become effective at 5:00 p.m. Pacific Time on October 8, 2024 (the “Effective Time”). The Common Stock will continue to trade on The Nasdaq Capital Market under the symbol “XPON” and will begin trading on a post-split basis when the market opens on October 9, 2024. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 30218B 209.

The Reverse Stock Split is intended to enable the Company to regain compliance with the minimum bid price requirement for continued listing on Nasdaq.

At the Effective Time of the Reverse Stock Split, every 100 shares of the Company’s issued and outstanding Common Stock will be combined into one share of Common Stock issued and outstanding, with no change to the par value of \$0.001 per share. No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split and instead each holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share. In addition, the Reverse Stock Split will effect a reduction in the number of shares issuable pursuant to the Company’s equity awards, warrants and non-plan options outstanding as of the Effective Time of the Reverse Stock Split, and a corresponding increase in the respective exercise prices, conversion prices, reset prices and the like thereunder. The Reverse Stock Split affects all stockholders uniformly and will not alter any stockholder’s percentage interest in the Common Stock, except for adjustments that may result from the treatment of fractional shares.

Pacific Stock Transfer Company is acting as transfer and exchange agent for the Reverse Stock Split. Stockholders with shares held in certificated form will receive from Pacific Stock Transfer Company instructions regarding the exchange of their certificates. Stockholders that hold shares in book-entry form or hold their shares in brokerage accounts are not required to take any action and will see the impact of the Reverse Stock Split reflected in their accounts, subject to brokers’ particular processes. Beneficial holders of Common Stock are encouraged to contact their bank, broker, custodian or other nominee with questions regarding procedures for processing the Reverse Stock Split

About Expion360

Expion360 is an industry leader in premium lithium iron phosphate (LiFePO₄) batteries and accessories for recreational vehicles and marine applications, with residential and industrial applications under development. On December 19, 2023, the Company announced its entrance into the home energy storage market with the introduction of two premium LiFePO₄ battery storage systems that enable residential and small business customers to create their own stable micro-energy grid and lessen the impact of increasing power fluctuations and outages.

The Company’s lithium-ion batteries feature half the weight of standard lead-acid batteries while delivering three times the power and ten times the number of charging cycles. Expion360 batteries also feature better construction and reliability compared to other lithium-ion batteries on the market due to their superior design and quality materials. Specially reinforced, fiberglass-infused, premium ABS and solid mechanical connections help provide top performance and safety. With Expion360 batteries, adventurers can enjoy the most beautiful and remote places on Earth even longer.

The Company is headquartered in Redmond, Oregon. Expion360 lithium-ion batteries are available today through more than 300 dealers, wholesalers, private-label customers, and OEMs across the country. To learn more about the Company, visit expion360.com.

Forward-Looking Statements and Safe Harbor Notice

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which statements are subject to considerable risks and uncertainties. The Company intends such forward-looking statements to be covered by the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this press release, including statements about the Company's beliefs and expectations, are "forward-looking statements" and should be evaluated as such. Forward-looking statements may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "suggest", "will," and similar expressions. Forward-looking statements in this press release include, without limitation, statements regarding the timing of effectiveness of the Reverse Stock Split, the timing of trading of the Common Stock on a post-split basis, and the Company's ability to regain compliance with Nasdaq's minimum bid price listing requirement in a timely manner or at all. The Company has based these forward-looking statements on its current expectations and projections about future events. Forward-looking statements are subject to and involve risks, uncertainties, and assumptions that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements predicted, assumed or implied by such forward-looking statements, including, without limitation, risks, uncertainties and assumptions related to the trading price of the Common Stock following effectiveness of the Reverse Stock Split, as well as the risks disclosed under Item 1A. "Risk Factors" in the Company's most recently Annual Report on Form 10-K filed with the SEC, as updated by the Company's subsequently filed Quarterly Reports on Form 10-Q. This Current Report speaks as of the date indicated above. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law. The Company expressly disclaims any obligation to update or revise any forward-looking statements found herein to reflect any future changes in the Company's expectations of results or any future change in events, except as required by law.

Company Contact:

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541-797-6714
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