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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

[0001847986](#)

Name of Issuer

[Dragonfly Energy Holdings Corp.](#)

Jurisdiction of Incorporation/Organization

[NEVADA](#)

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) [2020](#)

☐ Yet to Be Formed

Previous
Names

☐ None

[Chardan NexTech Acquisition 2 Corp.](#)

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Dragonfly Energy Holdings Corp.](#)

Street Address 1

[12915 OLD VIRGINIA ROAD](#)

Street Address 2

City

[RENO](#)

State/Province/Country

[NEVADA](#)

ZIP/PostalCode

[89521](#)

Phone Number of Issuer

[775-622-3448](#)

3. Related Persons

Last Name

[Phares](#)

First Name

[Denis](#)

Middle Name

Street Address 1

[12915 Old Virginia Road](#)

Street Address 2

City

[Reno](#)

State/Province/Country

[NEVADA](#)

ZIP/PostalCode

[89521](#)

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

[Seaburg](#)

First Name

[Wade](#)

Middle Name

Street Address 1

[12915 Old Virginia Road](#)

Street Address 2

City

[Reno](#)

State/Province/Country

[NEVADA](#)

ZIP/PostalCode

[89521](#)

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

[Singh](#)

First Name

[Vick](#)

Middle Name

Street Address 1

[12915 Old Virginia Road](#)

Street Address 2

City

[Reno](#)

State/Province/Country

[NEVADA](#)

ZIP/PostalCode

[89521](#)

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bourns	Tyler	
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Parod	Rick	
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Edmonds	Karina	Montilla
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Nelson	Brian	
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Bellows	Jonathan	
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Ingargiola	Luisa	
Street Address 1	Street Address 2	
12915 Old Virginia Road		
City	State/Province/Country	ZIP/PostalCode
Reno	NEVADA	89521
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary):		

Last Name	First Name	Middle Name
Boyle	Perry	
Street Address 1	Street Address 2	

12915 Old Virginia Road

City

Reno

State/Province/Country

NEVADA

ZIP/PostalCode

89521

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| ☐ Agriculture | Health Care | ☐ Retailing |
| ☐ Banking & Financial Services | ☐ Biotechnology | ☐ Restaurants |
| ☐ Commercial Banking | ☐ Health Insurance | ☐ Technology |
| ☐ Insurance | ☐ Hospitals & Physicians | ☐ Computers |
| ☐ Investing | ☐ Pharmaceuticals | ☐ Telecommunications |
| ☐ Investment Banking | ☐ Other Health Care | ☐ Other Technology |
| ☐ Pooled Investment Fund | ☐ Manufacturing | ☐ Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | ☐ Real Estate | ☐ Airlines & Airports |
| ☐ Yes ☐ No | ☐ Commercial | ☐ Lodging & Conventions |
| ☐ Other Banking & Financial Services | ☐ Construction | ☐ Tourism & Travel Services |
| ☐ Business Services | ☐ REITS & Finance | ☐ Other Travel |
| ☐ Energy | ☐ Residential | ☐ Other |
| ☐ Coal Mining | ☐ Other Real Estate | |
| ☐ Electric Utilities | | |
| ☐ Energy Conservation | | |
| ☐ Environmental Services | | |
| ☐ Oil & Gas | | |
| ☒ Other Energy | | |

5. Issuer Size

- | | | |
|---|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| ☐ No Revenues | | ☐ No Aggregate Net Asset Value |
| ☐ \$1 - \$1,000,000 | | ☐ \$1 - \$5,000,000 |
| ☐ \$1,000,001 - \$5,000,000 | | ☐ \$5,000,001 - \$25,000,000 |
| ☐ \$5,000,001 - \$25,000,000 | | ☐ \$25,000,001 - \$50,000,000 |
| ☐ \$25,000,001 - \$100,000,000 | | ☐ \$50,000,001 - \$100,000,000 |
| ☐ Over \$100,000,000 | | ☐ Over \$100,000,000 |
| ☒ Decline to Disclose | | ☐ Decline to Disclose |
| ☐ Not Applicable | | ☐ Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| ☐ Rule 504(b)(1) (not (i), (ii) or (iii)) | ☐ Investment Company Act Section 3(c) | |
| ☐ Rule 504 (b)(1)(i) | ☐ Section 3(c)(1) | ☐ Section 3(c)(9) |
| ☐ Rule 504 (b)(1)(ii) | ☐ Section 3(c)(2) | ☐ Section 3(c)(10) |
| ☐ Rule 504 (b)(1)(iii) | ☐ Section 3(c)(3) | ☐ Section 3(c)(11) |
| ☒ Rule 506(b) | ☐ Section 3(c)(4) | ☐ Section 3(c)(12) |
| ☐ Rule 506(c) | ☐ Section 3(c)(5) | ☐ Section 3(c)(13) |
| ☐ Securities Act Section 4(a)(5) | ☐ Section 3(c)(6) | ☐ Section 3(c)(14) |
| | ☐ Section 3(c)(7) | |

7. Type of Filing

- ☒ New Notice Date of First Sale [2025-02-27](#) ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☒ Equity
- ☐ Debt
- ☒ Option, Warrant or Other Right to Acquire Another Security
- ☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Chardan Capital Markets, LLC

(Associated) Broker or Dealer ☒ None

None

Street Address 1

ONE PENNSYLVANIA PLAZA

City

NEW YORK

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

☒ All States

Recipient CRD Number ☐ None

000120128

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

SUITE 4800

State/Province/Country

NEW YORK

ZIP/Postal Code

10119

☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount\$8,000,000 USD or ☐ Indefinite

Total Amount Sold\$3,500,000 USD

Total Remaining to be Sold\$4,500,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions\$400,000 USD ☒ Estimate

Finders' Fees\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Assumes maximum commission paid including \$90,000 in connection with the first closing and an expected 5% commission for a second closing, if applicable.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

The Issuer will use the proceeds from the sale of the securities for working capital and general corporate purposes.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

- In submitting this notice, each issuer named above is:
- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
 - Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
 - Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Dragonfly Energy Holdings Corp.	/s/ Denis Phares	Denis Phares	Chief Executive Officer	2025-03-13

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.