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): **November 14, 2022 (November 14, 2022)**

DRAGONFLY ENERGY HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware	**001-40730**	**85-1873463**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1190 Trademark Drive #108
Reno, Nevada 89521
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(775) 622-3448**

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 $0.0001 per share	**DFLI**	**The Nasdaq Global Market**
Redeemable warrants, exercisable for common stock at an exercise price of $11.50 per share, subject to adjustment	**DFLIW**	**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 2.02 Results of Operations and Financial Condition.

On November 14, 2022, Dragonfly Energy Holdings Corp. (the "Company") issued a press release announcing financial results of Dragonfly Energy Corp. for the nine months ended September 30, 2022. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated in this Item 2.02 by reference.

The information set forth in Item 2.02 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of the Company dated November 14, 2022.
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.

	DRAGONFLY ENERGY HOLDINGS CORP.	
Date: November 14, 2022	By:	/s/ Denis Phares
	Name:	Denis Phares
	Title:	President and Chief Executive Officer

Exhibit 99.1

Dragonfly Energy Reports Financial and Operating Results for the First Nine Months of 2022

Successful completion of business combination; Shares commenced trading on Nasdaq Exchange

RENO, NEVADA (November 14, 2022) — Dragonfly Energy Holdings Corp. (f/k/a Chardan NexTech Acquisition 2 Corp. or “CNTQ”) (Nasdaq: DFLI) (“Dragonfly Energy”), an industry leader in energy storage and producer of deep cycle lithium-ion storage batteries, announced it has released financial and operating results for Dragonfly Energy Corp. for the first nine months of 2022. The unaudited condensed consolidated financial statements of Dragonfly Energy Corp. and additional information, including updated pro forma information, can be found in Dragonfly Energy’s Current Report on Form 8-K/A, filed with the Securities and Exchange Commission today, November 14, 2022 (the “Form 8-K”). This earnings release should be read together with the information contained in the Form 8-K.

Select Year-to-Date Operational Highlights

- Completed business combination on October 7th with CNTQ and commenced trading on the Nasdaq under the ticker “DFLI” on October 10th.
- In July 2022, Dragonfly Energy announced it had entered into a non-binding letter of intent for Aqua Metals to supply commercial quantities of lithium hydroxide to Dragonfly Energy, as well as providing battery recycling services
- In July 2022, Thor Industries announced it had formed a strategic partnership with Dragonfly Energy, including an investment of $15 million.
- Earlier this year, Dragonfly Energy announced Bruker Clean Technology Research would be installing an in-house research facility for the company, dedicated to lithium and next-generation solid-state battery optimization.
- Earlier this year, Dragonfly Energy announced it acquired the assets and intellectual property of Wakespeed Offshore, providing the company the ability to offer complete alternator-connected systems for marine and RV markets. In October, Dragonfly Energy launched a new website, re-branding and mobile app for the Wakespeed brand.
- At the start of 2022, Dragonfly Energy announced it had entered into an exclusive agreement to provide Dragonfly Energy batteries as standard or optional OEM equipment on Keystone RV travel trailers and fifth-wheels.

“Our first earnings report as a public company represents an important milestone for Dragonfly Energy as a new publicly traded company,” said Denis Phares, CEO of Dragonfly Energy. “We are uniquely positioned to deliver value in a market that is incredibly important to our society’s energy needs. We’re proud to have demonstrated consistent growth since our inception, even in this challenging economy. In the coming quarters, we will update the market on our progress as we continue the growth of our core business and continue to make ongoing strides in our exciting solid-state battery development efforts, as part of our ultimate goal of revolutionizing grid storage.”

About Dragonfly

Dragonfly Energy Holdings Corp. (Nasdaq: DFLI) headquartered in Reno, Nevada, is a leading supplier of deep cycle lithium-ion batteries. Dragonfly’s research and development initiatives are revolutionizing the energy storage industry through innovative technologies and manufacturing processes. Today, Dragonfly’s non-toxic deep cycle lithium-ion batteries are displacing lead-acid batteries across a wide range of end-markets, including RVs, marine vessels, off-grid installations, and other storage applications. Dragonfly is also focused on delivering an energy storage solution to enable a more sustainable and reliable smart grid through the future deployment of the Company’s proprietary and patented solid-state cell technology. To learn more, visit www.dragonflyenergy.com/investors.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical statements of fact and statements regarding the Company's intent, belief or expectations, including, but not limited to, statements regarding the Company's future results of operations and financial position, planned products and services, business strategy and plans, market size and growth opportunities, competitive position and technological and market trends. Some of these forward-looking statements can be identified by the use of forward-looking words, including "may," "should," "expect," "intend," "will," "estimate," "anticipate," "believe," "predict," "plan," "targets," "projects," "could," "would," "continue," "forecast" or the negatives of these terms or variations of them or similar expressions. These forward-looking statements are subject to risks, uncertainties, and other factors (some of which are beyond the Company's control) which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Factors that may impact such forward-looking statements include, but are not limited to: the Company's ability to recognize the anticipated benefits of the of the Company's recent business combination with Chardan NexTech Acquisition 2 Corp. and related transactions; the Company's ability to successfully increase market penetration into target markets; the growth of the addressable markets that the Company intends to target; the Company's ability to retain members of its senior management team and other key personnel; the Company's ability to maintain relationships with key suppliers including suppliers in China; the Company's ability to maintain relationships with key customers; the Company's ability to access capital as and when needed under its $150 million ChEF Equity Facility; the Company's ability to protect its patents and other intellectual property; the Company's ability to successfully optimize solid state cells and to produce commercially viable solid state cells in a timely manner or at all, and to scale to mass production; the Company's ability to achieve the anticipated benefits of its customer arrangements with THOR Industries and THOR Industries' affiliated brands (including Keystone RV Company); the impact of the coronavirus disease pandemic, including any mutations or variants thereof and/or the Russian/Ukrainian conflict; the Company's ability to generate revenue from future product sales and its ability to achieve and maintain profitability; and the Company's ability to compete with other manufacturers in the industry and its ability to engage target customers and successfully convert these customers into meaningful orders in the future. These and other risks and uncertainties are described more fully in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's Registration Statement on Form S-4 relating to the business combination declared effective by the U.S. Securities and Exchange Commission the ("SEC") on September 16, 2022, in the Company's Current Report on Form 8-K filed with the SEC on October 7, 2022, as amended by the Amendment No. 1 to the Current Report on Form 8-K/A filed with the SEC on October 12, 2022 and the Amendment No. 2 to the Current Report on Form 8-K/A filed with the SEC on November 14, 2022, and in the Company's subsequent filings with the SEC.

If any of these risks materialize or any of the Company's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that the Company presently does not know or that it currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. All forward-looking statements contained in this press release speak only as of the date they were made. Except to the extent required by law, the Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

Dragonfly Contacts:

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