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): April 25, 2025

DRAGONFLY ENERGY HOLDINGS CORP.
(Exact name of registrant as specified in its charter)

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

12915 Old Virginia Road Reno, Nevada	**89521**
(Address of principal executive offices)	(Zip Code)

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

N/A
(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 Capital Market
Redeemable warrants, exercisable for common stock	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.02 Unregistered Sales of Equity Securities.

The disclosure required by this Item and included in Item 8.01 of this Current Report is incorporated herein by reference.

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

On April 25, 2025, Dragonfly Energy Holdings Corp. (the "**Company**") filed a Certificate of Amendment (the "**Amendment**") to the Company's Articles of Incorporation with the Secretary of State of the State of Nevada to increase the number of authorized shares of the Company's common stock, par value of $0.0001 per share ("**Common Stock**") from 250,000,000 shares to 400,000,000 shares. The Amendment was approved by the Company's stockholders at the Special Meeting (as defined below) and became effective upon filing.

The foregoing description of the Amendment does not purport to be complete and is subject to, and is qualified in its entirety by, the full text of such document, a copy of which is filed as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 25, 2025, the Company held a special meeting of stockholders (the "**Special Meeting**"). At the Special Meeting, four proposals were submitted to the Company's stockholders. The final voting results were as follows:

<u>Proposal 1</u>

The Company's stockholders approved, for purposes of complying with Nasdaq Listing Rules 5635(b) and 5635(d), the issuance of more than 20% of the Company's issued and outstanding Common Stock underlying certain warrants issued or to be issued by the Company ("**Proposal 1**").

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
3,865,285	394,756	13,414	1,288,227

<u>Proposal 2</u>

The Company's stockholders approved, for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of more than 20% of the Company's issued and outstanding Common Stock underlying shares of the Company's Series A Convertible Preferred Stock, par value $0.0001 per share (the "**Series A Preferred Stock**"), issued or to be issued by the Company pursuant to the Securities Purchase Agreement, dated February 26, 2025, by and between the Company and the investor named therein ("**Proposal 2**").

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
3,864,611	394,614	14,230	1,288,227

<u>Proposal 3</u>

The Company's stockholders approved an amendment to the Company's Articles of Incorporation to increase the number of shares of the Common Stock authorized for issuance thereunder from 250,000,000 to 400,000,000 ("**Proposal 3**").

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
4,695,723	853,394	12,565	N/A

Proposal 4

The Company’s stockholders approved the adjournment of the Special Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Special Meeting and voting “FOR” the approval of Proposals 1, 2 and 3 are insufficient to approve such proposals. Adjournment of the Special Meeting was deemed not necessary, because there were sufficient votes at the time of the Special Meeting to approve Proposals 1, 2 and 3.

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
5,283,724	231,785	46,173	N/A

Item 8.01 Other Events.

As previously reported, on February 26, 2025, the Company entered into a Securities Purchase Agreement (the “**Purchase Agreement**”) with a single institutional investor (the “**Purchaser**”), pursuant to which the Company sold in a registered direct offering (the “**Registered Direct Offering**”), 180 shares of Series A Preferred Stock, at a price of $10,000 per share, which shares are convertible into shares of Common Stock as set forth in the Certificate of Designation of the Rights and Preferences for the Series A Preferred Stock (the “**Certificate of Designation**”). Concurrently with the Registered Direct Offering and pursuant to the terms of the Purchase Agreement, the Company sold to the Purchaser, in the initial closing of a private placement (the “**Private Placement**”), 170 shares of Series A Preferred Stock at a price of $10,000 per share, which shares are convertible into shares of Common Stock as set forth in the Certificate of Designation, and warrants to purchase up to 4,000 shares of Series A Preferred Stock, with an exercise price equal to $10,000 per share. The closing of the Registered Direct Offering and the initial closing of the Private Placement occurred on February 27, 2025.

On April 28, 2025, pursuant to the Purchase Agreement, the Company sold to the Purchaser, in a second and final closing of the Private Placement (the “**Second Closing**”), 450 shares of Series A Preferred Stock at a price of $10,000 per share, initially convertible into shares of Common Stock at a conversion price of $0.594 per share. The Floor Price (as defined in the Certificate of Designation) for the Series A Preferred Stock issued in the Second Closing is $0.10902.

The Series A Preferred Stock issued in the Second Closing were sold and issued without registration under the Securities Act of 1933, as amended, (the “**Securities Act**”) in reliance on the exemptions provided by Section 4(a)(2) of the Securities Act as transactions not involving a public offering and Rule 506 promulgated under the Securities Act as sales to accredited investors, and in reliance on similar exemptions under applicable state laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment to the Articles of Incorporation of Dragonfly Energy Holdings Corp., dated April 25, 2025.
104	Cover Page Interactive Date File (embedded within the Inline XRBL 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.

DRAGONFLY ENERGY HOLDINGS CORP.

Dated: April 28, 2025

By:	*/s/ Denis Phares*
Name:	Denis Phares
Title:	Chief Executive Officer, Interim Chief Financial Officer and President

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FRANCISCO V. AGUILAR
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)

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: DRAGONFLY ENERGY HOLDINGS CORP.

Entity or Nevada Business Identification Number (NVID): NV20232731389

2. Restated or Amended and Restated Articles: (Select one)

(If amending and restating only, complete section 1,2 3, 5 and 6)

☐ Certificate to Accompany Restated Articles or Amended and Restated Articles

☐ 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.

☐ 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)

(If amending, complete section 1, 3, 5 and 6.)

☐ 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) ☐ incorporators ☐ board of directors

The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued

☒ 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: in excess of majority

Or ☐ No action by stockholders is required, name change only.

☐ 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:

☐ The entity name has been amended.
☐ The purpose of the entity has been amended.
☐ The authorized shares have been amended.
☐ Other: (specify changes) ______
☐ Dissolution
☐ Merger
☐ Conversion

* 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.

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)

4. Effective Date and Time: (Optional)

Date: ________ 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)

(attach additional page(s) if necessary)

6. Signature: (Required)

Signed by:

X ________ 357AA00F247C4A9...
Signature of Officer or Authorized Signer

President
Title

X ________
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)

"8. Authorized Shares" and "Section (A) of ARTICLE IV. Capital Stock" of the Articles of Incorporation of Dragonfly Energy Holdings Corp. have been amended as set forth on Exhibit A attached hereto.

This form must be accompanied by appropriate fees.

DRAGONFLY ENERGY HOLDINGS CORP.

Certificate of Amendment to Articles of Incorporation – Exhibit A

"**8. Authorized Shares**" of the Articles of Incorporation of Dragonfly Energy Holdings Corp. is amended as follows:

Number of Common shares with Par value: **400,000,000**	Par value: $0.0001
Number of Preferred shares with Par value: **5,000,000**	Par value: $0.0001

The first paragraph of Section **(A)** of **ARTICLE IV. Capital Stock** of the Articles of Incorporation of Dragonfly Energy Holdings Corp. is deleted in its entirety and replaced with the following:

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Four Hundred and Five Million (405,000,000) shares of capital stock, consisting of (i) Four Hundred Million (400,000,000) shares of common stock, par value $0.0001 per share (the "Common Stock"), and (ii) Five Million (5,000,000) shares of preferred stock, par value $0.0001 per share (the "Preferred Stock").