

**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 7, 2026**

DRAGONFLY ENERGY HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-40730
(Commission
File Number)

85-1873463
(IRS Employer
Identification No.)

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

89521
(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 3.03 Material Modification to Rights of Security Holders.

1-for-8 Reverse Stock Split

The Board of Directors (“Board”) of Dragonfly Energy Holdings Corp., a Nevada corporation (the “Company”), approved a reverse stock split of the Company’s authorized, and its issued and outstanding, shares of common stock, par value \$0.0001 per share (“Common Stock”), each at a ratio of 1-for-8 (collectively, the “Reverse Stock Split”), pursuant to Nevada Revised Statutes (“NRS”) 78.207. The Reverse Stock Split will become effective as of 12:01 a.m., Pacific Time, on October 12, 2026 (the “Effective Date”), with the Common Stock trading on The Nasdaq Capital Market (“Nasdaq”) on a reverse split-adjusted basis under the Company’s existing trading symbol “DFLI” on October 12, 2026.

On October 7, 2026, the Company filed a Certificate of Change with the Nevada Secretary of State (the “Certificate of Change”) to effectuate the Reverse Stock Split. A copy of the Certificate of Change is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

Reason for the Reverse Stock Split

The Reverse Stock Split is intended to increase the closing bid price of the Company’s Common Stock above \$1.00 per share, and to enable the Company to manage continued compliance with Nasdaq Listing Rule 5550(a)(2).

Effects of the Reverse Stock Split

Effective Date; Symbol; CUSIP Number. The Reverse Stock Split will become effective on the Effective Date, with the Common Stock trading on Nasdaq on a reverse split-adjusted basis under the Company’s existing trading symbol “DFLI” on October 12, 2026. The CUSIP number for the Common Stock will change to 26145B601.

Split Adjustment; No Fractional Shares. On the Effective Date, the total number of shares of the Company’s Common Stock held by each record stockholder will be automatically converted into the number of whole shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by such stockholder immediately prior to the Reverse Stock Split, divided by (ii) eight (8). No fractional shares will be issued, and no cash or other consideration will be paid, in the Reverse Stock Split. Instead, any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split will, in lieu of such fractional share, receive one whole share of post-Reverse Stock Split Common Stock.

Non-Certificated Shares; Certificated Shares. Equiniti Trust Company, LLC is acting as transfer and exchange agent for the Reverse Stock Split. Registered stockholders who hold shares of Common Stock are not required to take any action to receive post-Reverse Stock Split shares. Stockholders owning shares of Common Stock via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

State Filing. Pursuant to NRS 78.207 and 78.209, the Company filed the Certificate of Change with the Nevada Secretary of State on October 7, 2026 to effectuate the Reverse Stock Split. The Certificate of Change provides that the Reverse Stock Split will become effective at 12:01 a.m., Pacific Time, on October 12, 2026. A copy of the Certificate of Change is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

No Stockholder Approval Required. Under Nevada law, because the Reverse Stock Split was approved by the Board in accordance with NRS 78.207, no stockholder approval is required. Pursuant to NRS 78.207, the Company may effectuate a Reverse Stock Split without stockholder approval if (i) both the number of authorized shares of the Common Stock and the number of issued and outstanding shares of the Common Stock are simultaneously and proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split does not adversely affect any other class or series of the Company’s capital stock; and (iii) the Company does not pay money or issue scrip to stockholders who (A) hold, in the aggregate, 10% or more of the outstanding pre-Reverse Stock Split shares of Common Stock and (B) would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Reverse Stock Split complies with such requirements.

Capitalization. Prior to the Reverse Stock Split, the Company was authorized to issue (i) 400,000,000 shares of Common Stock, par value \$0.0001 per share, and (ii) 5,000,000 shares of preferred stock, par value \$0.0001 per share. After giving effect to the Reverse Stock Split, the Company will be authorized to issue 50,000,000 shares of Common Stock. The par value per share of the Common Stock will remain unchanged at \$0.0001 per share. The total number of shares, and the par value, of the Company's authorized preferred stock will not be impacted by the Reverse Stock Split.

Immediately after effecting the Reverse Stock Split, each stockholder's percentage ownership interest in the Company and proportional voting power will remain substantially unchanged except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of the Common Stock under the Company's articles of incorporation and the NRS will be unaffected by the Reverse Stock Split.

Adjustments to Equity Awards, Warrants and Convertible Preferred Stock. As a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares of Common Stock underlying the Company's outstanding equity awards and the number of shares issuable under the Company's equity incentive plans and certain existing agreements, as well as the exercise, grant and acquisition prices of such equity awards, as applicable. In addition, proportionate adjustments will be made to the Company's outstanding warrants, resulting in each warrant becoming exercisable for one eighth (1/8th) of a share of Common Stock. Furthermore, proportionate adjustments will be made to the conversion factor at which the Company's outstanding convertible preferred stock may be converted into Common Stock.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements. Forward-looking statements may include, but are not limited to, statements about the Reverse Stock Split and the timing thereof, as well as the trading of the Common Stock, the Company's ability to increase its closing bid price above \$1.00 per share of Common Stock and its ability to manage compliance with the minimum bid price requirement for continued listing on Nasdaq. These statements are often characterized by terminology such as "believes," "hopes," "may," "anticipates," "should," "intends," "plans," "will," "expects," "estimates," "projects," "positioned," "strategy" and similar expressions and are based on assumptions and assessments made in light of management's experience and perception of historical trends, current conditions, expected future developments and other factors believed to be appropriate. Forward-looking statements in this Current Report on Form 8-K are made as of the date of this Current Report on Form 8-K, and the Company undertakes no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, many of which are outside of the Company's control. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are described in the sections titled "Risk Factors" in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as reports on Form 8-K.

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

The information set forth in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
3.1	Certificate of Change, filed on October 7, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL 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: October 8, 2026

By: /s/ Denis Phares

Name: Denis Phares

Title: Chief Executive Officer, Interim Chief Financial Officer and President



Filed in the Office of Secretary of State State Of Nevada	Record Number E30656912023-1
	Filing Number F202610070922
	Filed On 10/07/2026 09:02 AM
	Number of Pages 2

401 North Carson Street Carson City, Nevada 89701-4201
(775) 684-5708

Certificate of Change Pursuant to NRS 78.209

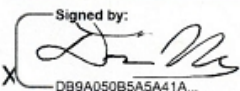
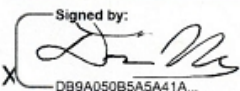
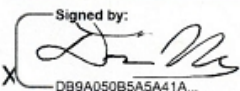
TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

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): E30656912023-1
2. Authorized Shares Before the Change:	For each class or series affected by the change: Provide the number of authorized shares of such class or series that the corporation is currently authorized to issue before the change becomes effective, pursuant to NRS 78.207. For each affected class or series of shares, also include the class or series designation (if any), and the par value (if any) of such class or series of shares. Common Stock, par value \$0.0001 per share: 400,000,000 authorized shares before the change Preferred Stock, par value \$0.0001 per share: 5,000,000 authorized shares before the change
3. Authorized Shares After Change:	For each class or series affected by the change: Provide the number of authorized shares of such class or series that the corporation will be authorized to issue after the change becomes effective, pursuant to NRS 78.207. For each affected class or series of shares, also include the class or series designation (if any), and the par value (if any) of such class or series of shares. Common Stock, par value \$0.0001 per share: 50,000,000 authorized shares after the change Preferred Stock, par value \$0.0001 per share: 5,000,000 authorized shares after the change

You may attach extra pages if needed.
You must include the filing fee with this form. See the instructions.

401 North Carson Street Carson City, Nevada 89701-4201
 (775) 684-5708

Certificate of Change Pursuant to NRS 78.209

4. Statement re Issued and Outstanding Shares After the Change:	By signing the form below, you certify that the number of issued and outstanding shares of each class or series affected by the change, and held by each stockholder of record at the effective date and time of the change, will be correspondingly and proportionally increased or decreased at the effective date and time of the change, pursuant to NRS 78.207(1).		
5. Provisions for Fractional Shares:	If this change would result in the issuance of fractional shares, check the appropriate box to indicate how fractional shares will be handled (check only ONE below): ☐ The corporation will issue fractional shares. ☐ The corporation will pay money rather than issue any fractional shares. ☐ The corporation will issue a certificate (scrip) rather than issue a fraction of a share. ☒ The corporation will round up all fractional shares.		
6. Statement re Stockholder Approval:	By signing the form below, you certify that if approval of the change by the stockholders is required by NRS 78.207(2) or (3), such stockholder approval has been obtained.		
7. Effective date and time: (Optional)	Date: 10/12/2026 Time: 12:01am Pacific Time Effective date is not to exceed 90 days of the filing date of this form. If left blank, this form will be effective upon filing with the SOS. If you select a later effective date but the effective time is left blank, the effective time will be at 12:01 Pacific time on the specified date.		
8. Signature (Required)	I confirm that, to the best of my knowledge, the information in this document is true. I understand that it is a felony under Nevada law (NRS 239.330) to knowingly submit false or fake documents to the Secretary of State. <table border="0"> <tr> <td data-bbox="400 1563 922 1736"> Denis Signed by:  DB9A050B5A5A41A... Signature of Officer </td> <td data-bbox="922 1563 1482 1736"> Phares Print Last Name CEO Title 10/7/2026 Date </td> </tr> </table>	Denis Signed by:  DB9A050B5A5A41A... Signature of Officer	Phares Print Last Name CEO Title 10/7/2026 Date
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