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 29, 2023

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.)

1190 Trademark Drive, #108 Reno, Nevada	89521
(Address of principal executive offices)	(Zip Code)

(775) 622 – 3448
(Registrant's telephone number, including area code)

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

As described under Proposal 2 of Item 5.07 of this Current Report, on November 29, 2023, the stockholders of Dragonfly Energy Holdings Corp. (the "**Company**") voted at the Company's Annual Meeting of Stockholders (the "**Annual Meeting**") to approve an amendment to the Company's articles of incorporation (the "**Articles of Incorporation**"), to increase the number of authorized shares of common stock, par value of $0.0001 per share ("**Common Stock**") from 170,000,000 shares to 250,000,000 shares. The Articles of Incorporation were amended by deleting Article 4 thereof in its entirety and inserting the following:

NUMBER OF SHARES WITH PAR VALUE:
250,000,000 COMMON - $0.0001 PAR VALUE
5,000,000 PREFERRED - $0.0001 PAR VALUE

The Certificate of Amendment to the Articles of Incorporation as filed with the Secretary of State of the State of Nevada on November 29, 2023 is attached to this Current Report as Exhibit 3.1 and is incorporated herein by reference.

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

On November 29, 2023, the Company held its Annual Meeting. The matters voted on at the Annual Meeting were: (i) the election of two Class A directors to hold office until the 2026 annual meeting of stockholders; (ii) the adoption of an amendment to the Articles of Incorporation to increase the number of shares of the Company's Common Stock authorized for issuance thereunder from 170,000,000 shares to 250,000,000 shares ("**Proposal 2**"); and (iii) the adjournment of the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting "FOR" the adoption of Proposal 2 were insufficient.

The voting results for each item of business voted upon at the Annual Meeting were as follows:

1. The votes cast with respect to the proposal to elect the following Class A directors, Rick Parod and Karina Montilla Edmonds, as directors of the Company to hold office until the 2026 annual meeting and until his or her successor has been duly elected and qualified, or, if sooner, until the director's death, resignation or removal, were as follows:

	FOR	**WITHHELD**	**BROKER NON-VOTES**
Rick Parod	40,918,637	608,452	6,791,062
Karina Montilla Edmonds	40,272,566	1,317,523	6,791,062

The stockholders elected each nominee to serve as a Class A director of the Company.

2. The votes cast with respect to the proposal to adopt an amendment to the Articles of Incorporation to increase the number of shares of Common Stock authorized for issuance thereunder from 170,000,000 shares to 250,000,000 shares were as follows:

FOR	**AGAINST**	**ABSTAIN**
42,863,626	5,400,169	117,356

The stockholders approved the proposal to adopt the amendment to the Articles of Incorporation.

3. The votes cast with respect to the proposal to adjourn the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting "FOR" the adoption of Proposal 2 were insufficient were as follows:

FOR	**AGAINST**	**ABSTAIN**
43,433,652	4,625,573	321,926

The stockholders approved the adjournment of the Annual Meeting based on the votes set forth above; however, an adjournment was not needed as Proposal 2 received a sufficient number of votes for approval.

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 November 29, 2023.
104	Cover Page Interactive Date File (embedded within the Inline XRBL 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 29, 2023	By: *\/s\/ Denis Phares*
	Name: Denis Phares
	Title: Chief Executive Officer and Interim Chief Financial Officer

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)

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 <u>amending and restating only</u>, 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 a majority
	☐ 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. ☐ Dissolution ☐ The purpose of the entity has been amended. ☐ Merger ☐ The authorized shares have been amended. ☐ Conversion ☐ 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.

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)	X */s/ Denis Phares* Signature of Officer or Authorized Signer President, Chief Executive Officer, interim Chief Financial Officer and Secretary 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)

Article FOURTH of the Articles of Incorporation of Dragonfly Energy Holdings Corp. has been amended and restated as set forth below and on Exhibit A attached hereto.

Exhibit A

DRAGONFLY ENERGY HOLDINGS CORP.

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 a majority.

Article FOURTH of the Articles of Incorporation of Dragonfly Energy Holdings Corp. is amended in its entirety to read as follows:

NUMBER OF SHARES WITH PAR VALUE:

250,000,000 COMMON - $0.0001 PAR VALUE

5,000,000 PREFERRED - $0.0001 PAR VALUE