

**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): June 28, 2022

**EOS ENERGY ENTERPRISES, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-39291</b> (Commission File Number)	<b>84-4290188</b> (IRS Employer Identification No.)
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**3920 Park Avenue**  
**Edison, New Jersey 08820**  
(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code: **(732) 225-8400**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, par value \$0.0001 per share	EOSE	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of common stock	EOSEW	The Nasdaq Stock Market LLC

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

On June 28, 2022, Eos Energy Enterprises, Inc. (the “Company”) filed a certificate of amendment (the “Charter Amendment”) to its Third Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock from 200,000,000 to 300,000,000. As further described under Item 5.07 below, the proposal for the amendment was approved by the Company’s stockholders at a special meeting of stockholders held on June 28, 2022 (the “Special Meeting”). The Charter Amendment became effective immediately upon filing with the Secretary of State of the State of Delaware.

The description above of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, set forth in Exhibit 3.1 to this Form 8-K and incorporated in this Item by reference.

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

On June 28, 2022, the Company held the Special Meeting to vote on the following matters.

**Proposal 1 – The issuance of our common stock to Yorkville in excess of the exchange cap of the Standby Equity Purchase Agreement dated April 28, 2022, by and between the Company and Yorkville**

The proposal to approve, in accordance with Nasdaq Marketplace Rule 5635(d), the issuance of our common stock to YA II PN, Ltd. (“Yorkville”) in excess of the exchange cap of the Standby Equity Purchase Agreement dated April 28, 2022, by and between the Company and Yorkville (the “Exchange Cap Proposal”) was approved. The votes cast at the Special Meeting were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
31,223,007	1,929,524	100,376	9,646,953

**Proposal 2 – Amendment to our Third and Restated Certificate of Incorporation to increase the authorized shares of common stock from 200,000,000 to 300,000,000**

The proposal to approve an amendment to our Third Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock from 200,000,000 to 300,000,000 (the “Authorized Shares Amendment”) was approved. The votes cast at the Special Meeting were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
40,557,542	2,060,749	281,569	N/A

**Proposal 3 – Adjournment of Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the Exchange Cap Proposal and/or the Authorized Shares Amendment**

The proposal to approve an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there weren’t sufficient votes in favor of the Exchange Cap proposal and/or the Authorized Shares Amendment was approved. The votes cast at the Special Meeting were as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
40,027,319	2,329,792	542,749	N/A

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of the Registrant</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

**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.

**EOS ENERGY ENTERPRISES, INC.**

Dated: June 29, 2022

By: /s/ Randall Gonzales

Name: Randall Gonzales

Title: Chief Financial Officer

**EOS ENERGY ENTERPRISES, INC.**

**CERTIFICATE OF AMENDMENT TO THE  
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

Pursuant to the provisions of § 242 of the  
General Corporation Law of the State of Delaware

**FIRST:** The present name of the corporation is Eos Energy Enterprises, Inc., a Delaware corporation (the “**Corporation**”). The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 3, 2019 (the “**Original Certificate**”). An Amended and Restated Certificate of Incorporation (the “**Amended and Restated Certificate**”) was filed with the Secretary of State of the State of Delaware on February 4, 2020. A Second Amended and Restated Certificate of Incorporation (the “**Second Amended and Restated Certificate**”) was filed with the Secretary of State of the State of Delaware on May 19, 2020. A Third Amended and Restated Certificate of Incorporation (the “**Third Amended and Restated Certificate**”) was filed with the Secretary of State of the State of Delaware on November 16, 2020.

**SECOND:** Section 4.1(b) of Article IV of the Company’s Third Amended and Restated Certificate is hereby amended to read in its entirety as set forth below:

- (b) The total number of shares of all classes of capital stock, each with a par value of \$0.0001 per share, which the Corporation is authorized to issue is 301,000,000 shares, consisting of (a) 300,000,000 shares of common stock (the “Common Stock”) and (b) 1,000,000 shares of preferred stock (the “Preferred Stock”).

**THIRD:** The foregoing amendment has been duly proposed and declared advisable by the Corporation’s Board of Directors and adopted by the Corporation’s stockholders in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** This Certificate of Amendment shall become effective as of upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by an authorized officer of the Corporation this 28th day of June, 2022.

By: /s/ Melissa Berube

Name: Melissa Berube  
Title: Authorized Officer