

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K  
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2023

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

EOS ENERGY ENTERPRISES, INC.

**Delaware**

**001-39291**

**84-4290188**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**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**

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	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 if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer a smaller reporting company or an emerging growth company. See the definitions of the "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes  No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter, June 30, 2023, was approximately \$522.2 million based upon the closing sale price of our common stock of \$4.34 on that date. As of February 27, 2024, there were 202,645,716 shares of the registrant's common stock issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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## EXPLANATORY NOTE

On March 4, 2024, Eos Energy Enterprises, Inc. (the “Company”) filed with the Securities and Exchange Commission its Annual Report on Form 10-K for the year ended December 31, 2023 (the “Original Form 10-K”).

This Amendment No. 1 to Form 10-K (“Amendment”) of the Company is being filed solely to amend Item 15(a)(3) and Exhibit 23.1 to include an updated consent of Deloitte & Touche LLP, the Company’s independent registered public accounting firm, to include references to certain registration statements of the Company which were inadvertently omitted from the original consent filed.

This Amendment should be read in conjunction with the Original Form 10-K and includes only the portions of the Company’s Annual Report on Form 10-K being supplemented or amended by this Form 10-K/A. Other than as described in this explanatory note, this Amendment does not change any of the financial or other information set forth in the Original Form 10-K or the exhibits thereto. This Amendment does not reflect events that may have occurred subsequent to the filing of the Original Form 10-K.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(3) Exhibits.** Filed as part of this Annual Report are the following exhibits:

Exhibit Number	Description of Document	Schedule/Form	Incorporated by Reference		
			File Number	Exhibit	Filing date
2.1	<a href="#"><u>Agreement and Plan of Merger, dated as of September 7, 2020, by and among the Company, BMRG Merger Sub, LLC, BMRG Merger Sub II, LLC, Eos Energy Storage LLC, New Eos Energy LLC and AltEnergy Storage VI, LLC (incorporated by reference to Exhibit 2.1 of the Registrant's Current Report on Form 8-K filed with the SEC on September 8, 2020).</u></a>	Form 8-K	File No. 001-39291	2.1	September 8, 2020
3.1	<a href="#"><u>Third Amended and Restated Certificate of Incorporation of the Company, as amended</u></a>	Form 10-K	File No. 001-39291	3.1	February 28, 2023
3.2	<a href="#"><u>Second Amended and Restated Bylaws of the Company</u></a>	Form 8-K	File No. 001-39291	3.2	May 19, 2022
4.1	<a href="#"><u>Specimen Common Stock Certificate</u></a>	Form 8-K	File No. 001-39291	4.1	November 20, 2020
4.2	<a href="#"><u>Specimen Warrant Certificate</u></a>	Form 8-K	File No. 001-39291	4.2	November 20, 2020
4.3	<a href="#"><u>Eos Energy Enterprises, Inc. 5%/6% Convertible Senior PIK Toggle Note due 2026</u></a>	Form 8-K	File No. 001-39291	4.1	July 7, 2021
4.4	<a href="#"><u>Warrant Agreement, dated May 19, 2020, by and between the Registrant and Continental Stock Transfer &amp; Trust Company</u></a>	Form 8-K	File No. 001-39291	4.1	May 22, 2020
4.5	<a href="#"><u>Description of Securities</u></a>	Form 10-K	File No. 001-39291	4.5	February 25, 2022

**Incorporated by Reference**

Exhibit Number	Description of Document	Schedule/Form	File Number	Exhibit	Filing date
4.6	<a href="#"><u>Indenture, dated April 7, 2022, between the Company and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed with the SEC on April 13, 2022).</u></a>	Form 8-K	File No. 001-39291	10.1	April 13, 2022
4.7	<a href="#"><u>Convertible Promissory Note, dated as of June 13, 2022, between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	4.1	June 13, 2022
4.8	<a href="#"><u>Convertible Promissory Note dated as of December 29, 2022 between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	4.1	December 29, 2022
4.9	<a href="#"><u>Form of Note (including Indenture incorporated by reference therein)</u></a>	Form 8-K	File No. 001-39291	4.1	January 19, 2023
4.10	<a href="#"><u>Convertible Promissory Note dated as of February 1, 2023 made by Eos Energy Enterprises, Inc. in favor of YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	4.1	February 02, 2023
4.11	<a href="#"><u>Convertible Promissory Note dated as of March 17, 2023 between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	4.1	March 17, 2023
4.12	<a href="#"><u>Convertible Promissory Note dated as of April 10, 2023 between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	4.1	April 11, 2023
4.13	<a href="#"><u>Form of Common Stock Purchase Warrant, dated as of April 12, 2023</u></a>	Form 8-K	File No. 001-39291	4.1	April 14, 2023
4.14	<a href="#"><u>Form of Common Stock Purchase Warrant, dated as of May 15, 2023</u></a>	Form 8-K	File No. 001-39291	4.1	May 17, 2023
4.15	<a href="#"><u>Indenture, dated May 25, 2023, between the Company and Wilmington Trust, National Association, as trustee</u></a>	Form 8-K	File No. 001-39291	4.1	May 25, 2023

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**Incorporated by Reference**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Schedule/Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing date</b>
4.16	<a href="#">Form of Note, dated as of May 25, 2023</a>	Form 8-K	File No. 001-39291	4.2	May 25, 2023
4.17	<a href="#">Form of Common Stock Purchase Warrant</a>	Form 8-K	File No. 001-39291	4.1	December 15, 2023
10.1	<a href="#">Sponsor Earnout Letter</a>	Form 8-K	File No. 001-39291	10.8	November 20, 2020
10.2	<a href="#">Eos Energy Enterprises, Inc. 2020 Incentive Plan</a>	Form 8-K	File No. 001-39291	10.10	November 20, 2020
10.3	<a href="#">Form of Indemnity Agreement</a>	Form 8-K	File No. 001-39291	10.13	November 20, 2020
10.4	<a href="#">Employment Agreement, dated February 24, 2021, by and between the Company and Joseph Mastrangelo</a>	Form 8-K	File No. 001-39291	99.1	March 2, 2021
10.5	<a href="#">Offer Letter, dated February 19, 2021, by and between the Company and Jody Markopoulos</a>	Form 8-K	File No. 001-39291	10.1	March 12, 2021
10.6	<a href="#">Employment Agreement, dated March 25, 2021, by and between the Company and Sagar Kurada</a>	Form 8-K	File No. 001-39291	10.1	March 31, 2021
10.7	<a href="#">Unit Purchase Agreement, dated April 8, 2021</a>	Form 8-K	File No. 001-39291	10.1	April 14, 2021
10.8	<a href="#">Form of Transition Services Agreement (Included in Exhibit 10.08)</a>	Form 8-K	File No. 001-39291	10.2	April 14, 2021
10.9	<a href="#">Amended and Restated Registration Rights Agreement, dated May 10, 2021, by and between the Registrant, B. Riley Principal Sponsor Co. II, LLC and the other parties thereto</a>	Form 8-K	File No. 001-39291	4.01	May 10, 2021
10.10	<a href="#">Amended and Restated Registration Rights Agreement, dated May 10, 2021, by and among the Company and the security holders party thereto</a>	Form 8-K	File No. 001-39291	4.02	May 10, 2021

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**Incorporated by Reference**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Schedule/Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing date</b>
10.11	<a href="#"><u>Investment Agreement, dated as of July 6, 2021, by and among Eos Energy Enterprises, Inc. and Spring Creek Capital, LLC</u></a>	Form 8-K	File No. 001-39291	10.1	July 7, 2021
10.12	<a href="#"><u>Master Equipment Financing Agreement, dated September 30, 2021</u></a>	Form 8-K	File No. 001-39291	10.1	October 5, 2021
10.13	<a href="#"><u>Guaranty Agreement, dated September 30, 2021</u></a>	Form 8-K	File No. 001-39291	10.2	October 5, 2021
10.14	<a href="#"><u>Separation Agreement, dated December 13, 2021, by and between the Company and Sagar Kurada</u></a>	Form 8-K	File No. 001-39291	10.01	December 14, 2021
10.15	<a href="#"><u>Employment Agreement, dated December 13, 2021, by and between the Company and Randall B. Gonzales</u></a>	Form 8-K	File No. 001-39291	10.02	December 14, 2021
10.16	<a href="#"><u>Employment Letter, dated December 29, 2021 by and between the Company and John Tedone</u></a>	Form 8-K	File No. 001-39291	10.1	February 14, 2022
10.17	<a href="#"><u>Standby Equity Purchase Agreement, dated April 28, 2022, by and between Eos Energy Enterprises, Inc. and YA II PN, Ltd.</u></a>	Form 8-K	File No. 001-39291	10.1	April 28, 2022
10.18	<a href="#"><u>Joinder to Investment Agreement, dated May 1, 2022 among Eos Energy Enterprises, Inc., Spring Creek Capital, LLC and Wood River Capital, LLC</u></a>	Form 10-Q	File No. 001-39291	10.3	May 9, 2022
10.19	<a href="#"><u>Amendment No. 1 to the Standby Equity Purchase Agreement, dated as of April 28, 2022, between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	10.1	June 13, 2022
10.20	<a href="#"><u>Supplemental Agreement, dated as of June 13, 2022, to the Standby Equity Purchase Agreement dated as of April 28, 2022 between Eos Energy Enterprises, Inc. and YA II PN, LTD.</u></a>	Form 8-K	File No. 001-39291	10.2	June 13, 2022

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**Incorporated by Reference**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Schedule/Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing date</b>
10.21	<a href="#"><u>Senior Secured Term Loan Credit Agreement, dated as of July 29, 2022, by and among Eos Energy Enterprises, Inc., the lenders party thereto, and ACP Post Oak Credit I LLC, as administrative agent and collateral agent.</u></a>	Form 8-K	File No. 001-39291	10.1	August 1, 2022
10.22	<a href="#"><u>Guarantee and Collateral Agreement, dated as of July 29, 2022, by and among Eos Energy Enterprises, Inc., the other grantors named therein and ACP Post Oak Credit I LLC, as collateral agent</u></a>	Form 8-K	File No. 001-39291	10.2	August 1, 2022
10.23	<a href="#"><u>Commitment Increase Agreement, dated as of August 4, 2022, by and among Eos Energy Enterprises, Inc., the guarantors party thereto, ACP Post Oak Credit I LLC, as administrative agent and lender, and certain other lenders party thereto</u></a>	Form 8-K	File No. 001-39291	10.1	August 5, 2022
10.24	<a href="#"><u>Sales Agreement, dated August 5, 2022, by and between Eos Energy Enterprises, Inc. and Cowen and Company, LLC</u></a>	Form 8-K	File No. 001-39291	10.2	August 5, 2022
10.25	<a href="#"><u>Amended Director Compensation Policy, dated as of September 7, 2022</u></a>	Form 8-K	File No. 001-39291	10.1	September 9, 2022
10.27	<a href="#"><u>Commitment Increase Agreement, dated as of December 7, 2022, by and among Eos Energy Enterprises, Inc. the guarantors party thereto, and ACP Post Oak Credit LLC.</u></a>	Form 8-K	File No. 001-39291	10.1	December 8, 2022
10.30	<a href="#"><u>Separation Agreement, dated January 20, 2023, by and between the Company and Randall Gonzales</u></a>	Form 8-K	File No. 001-39291	10.1	January 20, 203
10.31	<a href="#"><u>Employment Agreement, dated January 20, 2023, by and between the Company and Nathan Kroeker</u></a>	Form 8-K	File No. 001-39291	10.2	January 20, 203

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**Incorporated by Reference**

Exhibit Number	Description of Document	Schedule/Form	File Number	Exhibit	Filing date
10.32	<a href="#">Investment Agreement, dated January 18, 2023, by and among Eos Energy Enterprises, LLC and the purchasers listed therein</a>	Form 8-K	File No. 001-39291	10.1	January 19, 2023
10.33	<a href="#">Limited Consent Agreement, dated as of January 17, 2023, among Eos Energy Enterprises, LLC, the lenders party thereto, and ACP Post Oak Credit I LLC, as administrative agent</a>	Form 8-K	File No. 001-39291	10.2	January 19, 2023
10.38	<a href="#">Form of Securities Purchase Agreement, dated as of April 12, 2023</a>	Form 8-K	File No. 001-39291	10.1	April 14, 2023
10.39	<a href="#">Form of Securities Purchase Agreement, dated as of May 15, 2023</a>	Form 8-K	File No. 001-39291	10.1	May 17, 2023
10.40	<a href="#">Amendment No. 1 to Common Stock Sales Agreement, dated August 23, 2023, by and between Eos Energy Enterprises, Inc. and Cowen and Company, LLC</a>	Form 8-K	File No. 001-39291	10.1	August 23, 2023
10.41	<a href="#">Master Supply Agreement, dated August 23, 2023, by and between HI-POWER, LLC and ACRO Automation Systems, Inc.</a>	Form 8-K	File No. 001-39291	10.2	August 23, 2023
10.42	<a href="#">Employment Agreement, dated August 27, 2023, by and between the Company and Sumeet Puri</a>	Form 8-K	File No. 001-39291	10.1	August 28, 2023
10.43**	<a href="#">Separation Agreement, dated January 19, 2024, by and between the Company and Melissa Berube</a>				
10.44**	<a href="#">Employment Agreement, dated January 17, 2024, by and between the Company and Michael Silberman</a>				
21.1	<a href="#">Subsidiaries of the Company</a>	Form 10-K	File No. 001-39291	21.1	February 28, 2023
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>				

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**Incorporated by Reference**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Schedule/Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing date</b>
24.1**	<a href="#">Power of Attorney</a>				
31.1*	<a href="#">Certification of the Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				
31.2*	<a href="#">Certification of the Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>				
32.1**+	<a href="#">Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>				
32.2**+	<a href="#">Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>				
97**	<a href="#">Policy relating to recovery of compensation</a>				
101.SCH**	XBRL Taxonomy Extension Schema Document				
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document				
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document				
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document				
104*	Inline XBRL for the cover page of this Annual Report on Form 10-K, included in the Exhibit 101 Inline XBRL Document Set				

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**Incorporated by Reference**

<b>Exhibit Number</b>	<b>Description of Document</b>	<b>Schedule/Form</b>	<b>File Number</b>	<b>Exhibit</b>	<b>Filing date</b>
†	Certain of the exhibits and schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(a)(5). The Registrant agrees to furnish a copy of all omitted exhibits and schedules to the SEC upon its request.				
*	Filed herewith.				
**	Previously filed.				
+	The certifications furnished in Exhibit 32.1 and Exhibit 32.2 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.				

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Edison, State of New Jersey, on March 7, 2024.

**EOS ENERGY ENTERPRISES, INC.**

By: /s/ Nathan Kroeker  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<b>Name</b>	<b>Position</b>	<b>Date</b>
<u>/s/ Joseph Mastrangelo</u> Joseph Mastrangelo	Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2024
<u>/s/ Nathan Kroeker</u> Nathan Kroeker	Chief Financial Officer (Principal Financial Officer)	March 7, 2024
<u>/s/ Sumeet Puri</u> Sumeet Puri	Chief Accounting Officer (Principal Accounting Officer)	March 7, 2024
<u>*</u> Jeffrey Bornstein	Director	March 7, 2024
<u>*</u> Alex Dimitrief	Director	March 7, 2024
<u>*</u> Claude Demby	Director	March 7, 2024
<u>*</u> Jeffrey McNeil	Director	March 7, 2024
<u>*</u> Russell Stidolph	Director	March 7, 2024
<u>*</u> Marian "Mimi" Walters	Director	March 7, 2024
<u>Audrey Zibelman</u>		

\*By: /s/ Joseph Mastrangelo  
Joseph Mastrangelo  
Attorney-in-Fact

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-275863, 333-272754, and 333-263298 on Form S-3 and Registration Statement Nos. 333-272848, 333-265708, and 333-256766 on Form S-8 of our report dated March 4, 2024, relating to the financial statements of Eos Energy Enterprises, Inc. appearing in this Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

New York, NY  
March 4, 2024

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Joseph Mastrangelo, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K (the "Amendment") of Eos Energy Enterprises, Inc.; and
2. Based on my knowledge, this Amendment does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amendment.

Date            March 7, 2024

/s/ Joseph Mastrangelo  
Joseph Mastrangelo  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO  
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nathan Kroeker, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K (the "Amendment") of Eos Energy Enterprises, Inc.; and
2. Based on my knowledge, this Amendment does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Amendment.

Date            March 7, 2024

/s/ Nathan Kroeker

Nathan Kroeker  
Chief Financial Officer  
(Principal Financial Officer)