

**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) **March 25, 2024**

**WISA TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**001-38608**  
(Commission  
File Number)

**30-1135279**  
(IRS Employer  
Identification Number)

**15268 NW Greenbrier Pkwy  
Beaverton, OR**  
(Address of registrant's principal executive office)

**97006**  
(Zip code)

**(408) 627-4716**  
(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 (see General Instruction A.2. below):

- 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	WISA	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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01. Entry into a Material Definitive Agreement.**

On March 26, 2024, WISA Technologies, Inc., a Delaware corporation (the "Company"), entered into a warrant amendment agreement (the "Warrant Amendment Agreement"), with certain holders (the "Holders") of (i) certain common stock purchase warrants, issued by the Company to such Holders in connection with certain inducement agreements, dated as of December 5, 2023, by and between the Company and each such Holder (the "December 2023 Warrants"), as amended by that certain warrant amendment agreement, dated as of February 5, 2024, (ii) certain common stock purchase warrants, dated January 23, 2024 (the "January 2024 Warrants"), and (iii) certain common stock purchase warrants, dated February 13, 2024 (the "February 2024 Warrants", and together with the December 2023 Warrants and the January 2024 Warrants, the "Original Warrants"), whereby the Holders agreed to (i) amend the exercisability provision in the December 2023 Warrants and January 2024 Warrants so such warrants shall not be exercisable until one or more certificates of amendment to the Company's certificate of incorporation, as amended, are filed with the Secretary of State of the State of Delaware to effectuate an increase in authorized shares of capital stock of the Company and a reverse stock split of the Company's outstanding shares of common stock, par value \$0.0001 per share ("Common Stock"); and (ii) remove certain exercise price reset, right to reprice and/or share adjustment provisions in the Original Warrants, to be effective following the first adjustments following the Company's next reverse stock split of its shares of Common Stock, pursuant to each of Section 2(c) in the December 2023 Warrants and the January 2024 Warrants and Section 3(f) of the February 2024 Warrants, as applicable, for purposes of compliance with The Nasdaq Stock Market LLC ("Nasdaq").

The foregoing summary of the Warrant Amendment Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the form of the Warrant Amendment Agreement, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 2.02 Results of Operations and Financial Condition.**

On March 25, 2024, the Company issued a press release announcing the addition of two new features to its WiSA E wireless immersive audio software stack, updated guidance on signing licensing agreements for its WiSA E software, and its preliminary, unaudited revenue and net loss for the year ended December 31, 2023. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Form 8-K”) and is incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of this Form 8-K, the information contained in Items 1.01 and 5.03 of this Form 8-K and Exhibit 10.1 to this Form 8-K are incorporated herein by reference.

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

As previously reported in a Current Report on Form 8-K filed by the Company on March 18, 2024, at a special meeting of the Company’s stockholders held on March 15, 2024, the stockholders of the Company voted to approve an amendment to the Company’s certificate of incorporation, as amended (“Certificate of Incorporation”), to increase the number of authorized shares of capital stock that the Company may issue from 220,000,000 shares to 320,000,000 shares, of which 300,000,000 shares shall be classified as common stock, par value \$0.0001 per share (the “Charter Amendment”).

On March 25, 2024, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware.

The foregoing summary 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, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

The disclosures in Item 2.02 of this Form 8-K and Exhibit 99.1 to this Form 8-K are incorporated herein by reference.

As previously disclosed, on February 14, 2024, the Company received notice from the Listing Qualifications Staff (the “Staff”) of Nasdaq that the Staff determined to delist the Company’s securities from Nasdaq, unless the Company timely requested an appeal of the Staff’s determination to a Hearings Panel (the “Panel”), pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series.

The Company timely filed its appeal with Nasdaq and has received a hearing date of March 28, 2024. While the appeal process is pending, the suspension of trading of the Common Stock, will be stayed and the Common Stock will continue to trade on the Nasdaq Capital Market until the hearing process concludes and the Panel issues a written decision.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to WiSA Technologies, Inc.’s Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on March 25, 2024.</a>
<a href="#">10.1</a>	<a href="#">Form of Warrant Amendment Agreement, by and between WiSA Technologies, Inc. and the signatories thereto.</a>
<a href="#">99.1</a>	<a href="#">Press release, dated March 25, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Date: March 26, 2024

**WISA TECHNOLOGIES, INC.**

By: /s/ Brett Moyer  
Name: Brett Moyer  
Title: Chief Executive Officer

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WISA TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2024, AT 8:06 O`CLOCK A.M.

Handwritten signature of Jeffrey W. Bullock, Secretary of State, written in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

4823903 8100  
SR# 20241143343

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203098028  
Date: 03-25-24

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CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
WISA TECHNOLOGIES, INC.

WISA Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is WiSA Technologies, Inc.

SECOND: This Certificate of Amendment (this "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation, as amended, and any amendments thereto (the "**Certificate of Incorporation**"), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on January 26, 2023.

THIRD: The first sentence of Article Fourth of the Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"Fourth: The total amount of stock that this corporation is authorized to issue is 320,000,000 shares, par value \$0.0001 per share, of which 300,000,000 shares shall be common stock, par value \$0.0001 per share, and 20,000,000 shares shall be designated as blank check preferred stock, par value \$0.0001 per share (the "Preferred Stock")."

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall be effective as of New York Time on the date written below.

SIXTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 25th day of March, 2024.

[Signature Page Follows]

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**WISA TECHNOLOGIES, INC.**

By: /s/ Brett Moyer  
*Brett Moyer, Chairman,  
President and Chief Executive  
Officer*

[Signature Page to WiSA Certificate of Amendment to Increase Authorized Shares Capital (March 2024)]

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## WARRANT AMENDMENT AGREEMENT

This Warrant Amendment Agreement (this "Agreement"), dated as of March 26, 2024, is by and between WiSA Technologies, Inc., a Delaware corporation (the "Company"), and [ ], the holder (the "Holder") of (i) certain common stock purchase warrants, issued in connection with an inducement agreement, dated December 5, 2023, by and between the Company and the Holder (the "December 2023 Warrants"), as amended by that certain warrant amendment agreement, dated as of February 5, 2024, (ii) that certain common stock purchase warrant, dated January 23, 2024, issued in connection with certain promissory notes, dated January 23, 2024, to the Holder (the "January 2024 Warrant") and together with the December 2023 Warrants, the "Private Placement Warrants"), and (iii) certain common stock purchase warrants, dated February 13, 2024 (the "February 2024 Warrants"), and together with the Private Placement Warrants, the "Original Warrants").

**WHEREAS**, the Holder is the beneficial owner of the Original Warrants, to purchase an aggregate of [ ] shares of the Company's common stock, par value \$0.0001 per share ("Common Stock"), at an exercise price of \$0.065 per share;

**WHEREAS**, the Company and the Holder desire to amend certain provisions of each of the Original Warrants; and

**WHEREAS**, each of the Original Warrants may be modified or amended, or the provisions thereof waived with the written consent of the Company and the Holder.

**NOW, THEREFORE, IN CONSIDERATION** of the mutual covenants contained in this Agreement, and for good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Holder and the Company hereby agree as follows:

1. Definitions of "Stockholder Approval" and "Stockholder Approval Date" in the December 2023 Warrants. The Company and the Holder hereby consent and agree that the definitions of "Stockholder Approval" and "Stockholder Approval Date" in the December 2023 Warrants shall be amended and restated in their entirety as follows, effective immediately:

"**Stockholder Approval**" means such approval as may be required by the applicable rules and regulations of The Nasdaq Stock Market LLC (or any successor entity) from the stockholders of the Company with respect to each of (i) the issuance of Warrants to purchase up to an aggregate 42,274,894 shares of Common Stock in connection with the Letter Agreement and the Warrant Shares issuable upon the exercise thereof and (ii) a proposal to amend the Company's certificate of incorporation to increase the authorized share capital of the Company to an amount sufficient to cover the Warrant Shares (such corporate action, the "**Authorized Share Increase**") and a proposal to effectuate a reverse stock split whereby the authorized shares capital is not split and is sufficient to cover the Warrant Shares (such corporate action, the "**Reverse Split**").

"**Stockholder Approval Date**" means the date on which Stockholder Approval is received, and each of the Authorized Share Increase and Reverse Split is deemed effective under Delaware law.

2. Definitions of "Stockholder Approval and Stockholder Approval Date" in the January 2024 Warrant. The Company and the Holder hereby consent and agree that the definitions of "Stockholder Approval" and "Stockholder Approval Date" in the January 2024 Warrant shall be amended and restated in their entirety as follows, effective immediately:

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"**Stockholder Approval**" means such approval as may be required by the applicable rules and regulations of The Nasdaq Stock Market LLC (or any successor entity) from the stockholders of the Company with respect to each of (i) the issuance of Warrants to purchase up to an aggregate of 10,000,000 shares of Common Stock in connection with the Agreement and other securities purchase agreements between the Company and other purchasers signatories thereto, dated as of January 18, 2024, and the Warrant Shares issuable upon the exercise thereof and (ii) a proposal to amend the Certificate of Incorporation to increase the authorized share capital of the Company to an amount sufficient to cover the Warrant Shares (such corporate action, the "**Authorized Share Increase**") and to effectuate a reverse stock split whereby the authorized shares capital is not split and is sufficient to cover the Warrant Shares (such corporate action, the "**Reverse Split**") and, together with the Authorized Share Increase, collectively, the "**Capital Event**")."

"**Stockholder Approval Date**" means the date on which Stockholder Approval is received, and each Capital Event is deemed effective under Delaware law.

3. Price Reset in the Private Placement Warrants. The Company and the Holder hereby consent and agree that, effective immediately following the adjustment to the Exercise Price (as defined in each of the Private Placement Warrants) pursuant to Section 2(c) thereof, (x) the definitions of "Reset Date" and "Reset Price" and the reference to "or sell or grant any right to reprice" in Section 3(b) shall be deleted in their entirety, and (y) Section 2(c) shall be amended and replaced in its entirety with "Reserved," from each of the Private Placement Warrants.

4. Adjustments in the February 2024 Warrants. The Company and the Holder hereby consent and agree that, effective immediately following the adjustment to the Exercise Price (as defined in the February 2024 Warrants) and the number of Warrant Shares (as defined in the February 2024 Warrants) pursuant to Section 3(f) thereof, (x) the reference to "or sells, enters into an agreement to sell, or grants any right to reprice" in Section 3(b) shall be deleted in its entirety, and (y) each of Section 3(b)(iii), and Section 3(f) shall be amended and replaced in its entirety with "Reserved," from the February 2024 Warrants.

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5. Effect of Amendment. Except as expressly modified by this Agreement, each of the Original Warrants, as amended prior to the date hereof, shall remain unmodified and in full force and effect.

6. Jurisdiction. All questions concerning the construction, validity, enforcement and interpretation of this Agreement shall be determined in accordance with the provisions of the respective Original Warrants.

7. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

8. Electronic and Facsimile Signatures. Any signature page delivered electronically or by facsimile (including without limitation transmission by .pdf) shall be binding to the same extent as an original signature page, with regard to any agreement subject to the terms hereof or any amendment hereto.

9. Headings. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

**COMPANY:**

**WISA TECHNOLOGIES, INC.**

By: \_\_\_\_\_  
Name: Brett Moyer  
Title: Chief Executive Officer

**WARRANT HOLDER:**

[ ]

By: \_\_\_\_\_  
Name:  
Title:

Number of Warrant Shares Underlying  
December 2023 Warrants held: \_\_\_\_\_

Number of Warrant Shares Underlying  
January 2024 Warrant held: \_\_\_\_\_

Number of Warrant Shares Underlying  
February 2024 Warrants held: \_\_\_\_\_

## Press Release

### WiSA Technologies Adds Additional Functionality to its Powerful WiSA E Immersive Audio Software

4-channel RX output and software sample rate converter provide tangible benefits for manufacturers;

WiSA provides operational and financial update

BEAVERTON, Ore.--(BUSINESS WIRE)--March 25, 2024--

WiSA Technologies, Inc. (NASDAQ: WISA), a leading innovator in wireless audio technology for intelligent devices and next-generation home entertainment systems, announces the addition of two features to its WiSA E wireless immersive audio software stack. Both new features target reducing the overall integration costs for manufacturers while adding new functionality.

“As powerful as WiSA E software already is, we continue to look for new ways to add functionality and reduce overall integrations costs,” said Tony Parker, vice president of technical marketing and strategy. “These two new feature enhancements make it much easier for our customers to do more with less -- which not only can add functionality to systems but can also save both money and time to market.”

The two new enhancements added to WiSA E are:

1. Receiver (RX) with 4 channels output capability enabling:

- Fewer speaker cabinets required for ATMOS, DTS:X, IAMF codecs supported by Dolby, DTS, and Google respectively
- Ability to connect a TV wirelessly to a three-channel soundbar with a subwoofer (LFE)
- A rear power bar or speaker that can support up-firing, left surround, right surround, and forward firing speakers

2. Software sample rate converter (SRC), which, when required, reduces integration costs by between \$4 - \$6 by simplifying overall system design

- SRC auto detects audio sample rates and converts them to 48k/24bit
  - Capable of converting CD quality audio 44.1k 16bit or 24bit
  - Capable of detecting and decimating higher data rates such as 96k/24bit

## Full Year 2023 Financial Update

The Company also reported preliminary, unaudited revenue and net loss for the full year ended December 31, 2023 and updated guidance on signing licensing agreements for its WiSA E software.

Total revenue for the full year 2023 is expected to be in the range of \$1.9 million to \$2.1 million. The net loss for the full year 2023 is expected to be in the range of \$17.7 million to \$19.7 million as compared to a net loss of \$16.2 million for the year 2022.

The company has signed 3 licensing agreements with TV/PTV companies and expects that an additional 3 license agreements will be signed by the end of Q2'24. The company expects some of the licensees to start production in Q3'24, and it expects to begin recognizing revenue from these agreements shortly thereafter in 2024.

These preliminary results are based on management's initial analysis of operations for the year ended December 31, 2023. The Company expects to issue full financial results for the full year 2023 on or about April 1, 2024.

For more information about WiSA E or about these two new additions to WiSA E's feature set, contact Tony Parker, vice president of technical marketing and strategy at [tparker@wisatechnologies.com](mailto:tparker@wisatechnologies.com).

## About WiSA Technologies, Inc.

WiSA Technologies, Inc. (NASDAQ: WISA) is a leading provider of immersive, wireless sound technology for intelligent devices and next-generation home entertainment systems. Working with leading CE brands and manufacturers such as Harman International, a division of Samsung; LG; Hisense; TCL; Bang & Olufsen; Platin Audio; and others, the company delivers immersive wireless sound experiences for high-definition content, including movies and video, music, sports, gaming/esports, and more. WiSA Technologies, Inc. is a founding member of WiSA(TM) (the Wireless Speaker and Audio Association) whose mission is to define wireless audio interoperability standards as well as work with leading consumer electronics companies, technology providers, retailers, and ecosystem partners to evangelize and market spatial audio technologies driven by WiSA Technologies, Inc. The company is headquartered in Beaverton, OR with sales teams in Taiwan, China, Japan, Korea, and California.

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## Safe Harbor Statement

This press release contains forward-looking statements, which are not historical facts, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, you can identify these forward-looking statements by the use of words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "predict," "potential," "continue," "likely," "will," "would" and variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements, including statements herein regarding our business opportunities and prospects, as well as our licensing initiatives and expectations, are necessarily based upon estimates and assumptions that, while considered reasonable by us and our management, are inherently uncertain. Readers are cautioned not to place undue reliance on these forward-looking statements. Actual results may differ materially from those indicated by these forward-looking statements as a result of risks and uncertainties regarding, among other items: the degree to which the licensee implements the licensed technology into its products, if at all; the timeline to any such implementation; our current liquidity position and the need to obtain additional financing to support ongoing operations; general market, economic and other conditions; our ability to continue as a going concern; our ability to maintain the listing of our common stock on Nasdaq; our ability to manage costs and execute on our operational and budget plans; our ability to achieve our financial goals; and other risks as more fully described in our filings with the U.S. Securities and Exchange Commission. The Company's independent registered accounting firm has not audited, reviewed, compiled or applied agreed-upon procedures with respect to the preliminary financial results. Accordingly, the Company's independent registered accounting firm does not express an opinion or any other form of assurance with respect thereto. The information in this press release is provided only as of the date of this press release, and we undertake no obligation to update any forward-looking statements contained in this press release based on new information, future events, or otherwise, except as required by law.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20240325377225/en/>

CONTACT: Tony Parker, vice president of technical marketing and strategy  
tparker@wisatechnologies.com

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