
**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): August 30, 2023

SPIRE GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39493
(Commission File Number)

85-1276957
(IRS Employer
Identification No.)

**8000 Towers Crescent Drive
Suite 1100
Vienna, Virginia**
(Address of principal executive offices)

22182
(Zip code)

Registrant's telephone number, including area code: (202) 301-5127

Not Applicable

(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))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value of \$0.0001 per share	SPIR	The New York Stock Exchange

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 3.03. Material Modifications to Rights of Security Holders.

The disclosure required by this Item 3.03 is included in Item 5.03 of this Current Report on Form 8-K and is incorporated herein by reference.

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

As previously disclosed in the Current Report on Form 8-K of Spire Global, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) on June 15, 2023, at the Company’s annual meeting of stockholders held on June 13, 2023 (the “Annual Meeting”), the stockholders of the Company approved an amendment to the Company’s Restated Certificate of Incorporation to effect a reverse stock split of the Company’s outstanding Class A and Class B common stock at a ratio ranging from any whole number between 1-for-2 and 1-for-50, subject to and as determined by the Company’s Board of Directors (the “Reverse Stock Split Proposal”). The Reverse Stock Split Proposal was Proposal 3 in the Company’s definitive proxy statement for the Annual Meeting filed with the SEC on May 1, 2023. The Company’s Board of Directors determined to effect the reverse stock split at a final split ratio of 1-for-8 (the “Reverse Stock Split”). On August 30, 2023, the Company filed a Certificate of Amendment to the Restated Certificate of Incorporation with the Delaware Secretary of State to effect the Reverse Stock Split, effective at 12:01 a.m. Eastern Time on August 31, 2023 (the “Effective Time”).

At the Effective Time, each eight shares of Class A common stock and Class B common stock issued and outstanding immediately prior to the Effective Time will automatically be reclassified, combined and converted into one validly issued, fully paid and non-assessable share of Class A common stock or Class B common stock, respectively, subject to the treatment of fractional share interests as described below. Proportional adjustments will be made to the number of shares of Class A common stock subject to outstanding equity awards and warrants, as well as the applicable exercise price.

Following the Effective Time, the Company expects the Class A common stock to continue to be traded on the New York Stock Exchange (“NYSE”) on a split-adjusted basis when the market opens on August 31, 2023, under a new CUSIP number, 848560 306.

No fractional shares will be issued in connection with the Reverse Stock Split. Instead, any holder of Class A common stock who would have been entitled to receive a fractional share of Class A common stock as a result of the Reverse Stock Split will instead receive a cash payment equal to the product obtained by multiplying (a) the closing price per share of the Company’s Class A common stock on the effective date for the Reverse Stock Split as reported on the NYSE, after giving effect to the Reverse Stock Split, by (b) the fraction of the share owned by the stockholder, without interest. Any fractional shares of Class B common stock will be transferred to the Company for no consideration.

Item 7.01. Regulation FD Disclosure.

On August 30, 2023, the Company issued a press release related to the reverse stock split. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 3.1 [Certificate of Amendment to the Certificate of Incorporation of Spire Global, Inc., dated August 30, 2023.](#)
 - 99.1 [News release of Spire Global, Inc. dated August 30, 2023 regarding the reverse stock split.](#)
 - 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 thereunto duly authorized.

SPIRE GLOBAL, INC.

Date: August 30, 2023

By: /s/ Peter Platzer
Name: Peter Platzer
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SPIRE GLOBAL, INC.**

Spire Global, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), hereby certifies as follows:

FIRST: By unanimous written consent, the Board of Directors approved a proposed amendment to the Restated Certificate of Incorporation (the “Certificate of Incorporation”) of the Corporation and directed that such amendment be submitted to the Corporation’s stockholders for their consideration at the Corporation’s 2023 annual meeting of stockholders, with a recommendation from the Board of Directors that the stockholders vote for approval of such amendment.

SECOND: The proposed amendment provides that the following paragraph is added to the end of Article IV of the Certificate of Incorporation:

Upon the filing and effectiveness (the “Reverse Stock Split Effective Time”) pursuant to the General Corporation Law of the State of Delaware of the Certificate of Amendment to this Restated Certificate of Incorporation of the Corporation, each eight (8) shares of Class A Common Stock and Class B Common Stock issued and outstanding immediately prior to the Reverse Stock Split Effective Time shall, automatically and without any further action on the part of the Corporation or any of the respective holders thereof, be reclassified, combined and converted into one (1) fully paid and nonassessable share of Class A Common Stock or Class B Common Stock, respectively (the “Reverse Stock Split”), subject to the treatment of fractional share interests as described below. The reclassification of the Class A Common Stock and Class B Common Stock shall be deemed to occur at the Reverse Stock Split Effective Time. From and after the Reverse Stock Split Effective Time, certificates representing Class A Common Stock or Class B Common Stock prior to such reclassification shall represent the number of shares of Class A Common Stock or Class B Common Stock, respectively, into which such Class A Common Stock or Class B Common Stock prior to such reclassification shall have been reclassified pursuant to the Certificate of Amendment. No fractional shares shall be issued in connection with the Reverse Stock Split and, in lieu thereof, any stockholder who would otherwise be entitled to receive a fractional share of Class A Common Stock shall instead be entitled to receive a cash payment equal to the product obtained by multiplying (a) the closing price per share of the Class A Common Stock on the Reverse Stock Split Effective Date as reported on the New York Stock Exchange, after giving effect to the Reverse Stock Split, by (b) the fraction of the share owned by the stockholder, without interest. Any fractional shares of Class B Common Stock will be transferred to the Corporation for no consideration.

THIRD: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, at the Corporation’s 2023 annual meeting of stockholders, duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: The foregoing amendment shall be effective as of 12:01 a.m. on August 31, 2023.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the authorized officer named below, this 30th day of August, 2023.

By: /s/ Peter Platzer
Name: Peter Platzer
Title: Chief Executive Officer



Spire Global Effects 1-For-8 Reverse Stock Split

Vienna, VA, (August 30, 2023) — Spire Global, Inc. (NYSE: SPIR) (the “Company” or “Spire”) today announced that the 1-for-8 reverse stock split of the Company’s Class A and Class B common stock will become effective on August 31, 2023. The Company’s Class A common stock will begin trading on a split-adjusted basis at the opening of the market on August 31, 2023, under a new CUSIP number, 848560 306.

The 1-for-8 reverse stock split will reduce the number of outstanding shares of the Company’s Class A common stock from 166,782,887 to approximately 20,847,860 and will reduce the number of outstanding shares of the Company’s Class B common stock from 12,058,614 to approximately 1,507,325. Proportional adjustments will be made to the number of shares of Spire’s Class A common stock subject to outstanding equity awards and warrants, as well as the applicable exercise price.

The purpose of the 1-for-8 reverse stock split is to increase the per share closing price of the Company’s Class A common stock to meet the minimum average closing price requirement for listing on the New York Stock Exchange.

Information for Spire Stockholders

At the effective time of the reverse stock split, Spire stockholders will receive one new share of Company Class A or Class B common stock for every eight shares of Class A or Class B common stock held, as applicable. Record holders of Class A or Class B common stock will receive a transaction statement with respect to the exchange of such shares for post-reverse split shares. Equiniti Trust Company, LLC, the transfer agent for the Company’s common stock, will act as the exchange agent, and may be contacted at (800) 937-5449.

Spire will not issue fractional shares that result from the reverse stock split. Any stockholders of Class A common stock who would have been entitled to receive fractional shares as a result of the reverse stock split will instead receive cash payments in lieu of such fractional shares. Any fractional shares of Class B common stock will be transferred to the Company for no consideration.

In connection with the reverse stock split, there will be no change to the total number of authorized shares of Company Class A or Class B common stock as set forth in the Restated Certificate of Incorporation of the Company.

For more information on the reverse stock split, please refer to Spire’s proxy materials for the June 13, 2023 annual meeting of stockholders, which can be accessed through the investor relations portion of Spire’s website at ir.spire.com/sec-filings and on the United States Securities and Exchange Commission’s (“SEC”) EDGAR website, sec.gov.

About Spire Global, Inc.

Spire (NYSE: SPIR) is a global provider of space-based data, analytics and space services, offering unique datasets and powerful insights about Earth so that organizations can make decisions with confidence in a rapidly changing world. Spire builds, owns, and operates a fully deployed satellite constellation that observes the Earth in real time using radio frequency technology. The data acquired by Spire’s satellites provides global weather intelligence, ship and plane movements, and spoofing and jamming detection to better predict how their patterns impact economies,

global security, business operations and the environment. Spire also offers Space as a Service solutions that empower customers to leverage its established infrastructure to put their business in space. Spire has eight offices across the U.S., Canada, UK, Luxembourg and Singapore. To learn more, visit spire.com.

Safe Harbor Statement

The forward-looking statements included in this press release, including for example, statements regarding the expected increase in the per share closing price of the Company's Class A common stock as a result of the reverse stock split, reflect management's best judgment based on factors currently known and involve risks and uncertainties. These risks and uncertainties include, but are not limited to, potential disruption of customer purchase decisions resulting from global economic conditions including from an economic downturn or recession in the United States or in other countries around the world, relative growth of its annual recurring revenue (ARR) and revenue, the failure of the Spire and exactEarth businesses (including personnel) to be integrated successfully, the risk that revenue and adjusted EBITDA accretion or the expansion of Spire's customer count, ARR, product offerings and solutions will not be realized or realized to the extent anticipated, the ability to maintain the listing of Spire's securities on the New York Stock Exchange, the ability to address the market opportunity for Space-as-a-Service, the ability to implement business plans, forecasts, and other expectations, and identify and realize additional opportunities, the risk of downturns, new entrants and a changing regulatory landscape in the highly competitive space data analytics industries, developments in and the duration of the COVID-19 pandemic and the resulting impact on Spire's business and operations, and the business of its customers and partners, Spire's potential inability to manage effectively any growth it experiences, Spire's ability or inability to develop new products and services, and other risks detailed in reports Spire has filed with the SEC, including Spire's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Significant variation from the assumptions underlying Spire's forward-looking statements could cause its actual results to vary, and the impact could be significant. All forward-looking statements in this press release are based on information available to Spire as of the date hereof. Spire undertakes no obligation, and does not intend, to update the information contained in this press release, except as required by law.

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