

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 30, 2022**

**CROWN ELECTROKINETICS CORP.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39924**  
(Commission File Number)

**47-5423944**  
(IRS Employer  
Identification No.)

**1110 NE Circle Blvd., Corvallis, OR**  
(Address of Principal Executive Offices)

**97330**  
(Zip Code)

Registrant's telephone number, including area code: **(800) 674-3612**

**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))

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.

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, \$0.001 par value per share	CRKN	The NASDAQ Capital Market

**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On March 30, 2022, Crown Electrokinetics Corp., a Delaware corporation (the "Company") issued a press release announcing certain financial results for the nine-month stub period ended December 31, 2021. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 2.02 is not "filed" for purposes of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not deemed incorporated by reference by any general statements incorporating by reference this report or future filings into any filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent the Company specifically incorporates the information by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press release dated March 30, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

Date: March 30, 2022

**CROWN ELECTROKINETICS CORP.**

By: /s/ Doug Croxall

Name: Doug Croxall

Title: Chief Executive Officer

## Crown Electrokinetics Reports Stub Period Financial Results for the Nine Months Ended December 31, 2021

Los Angeles, California, March 30th, 2022 -- Crown Electrokinetics Corp. (NASDAQ: CRKN) (“Crown” or the “Company”), a leading smart glass technology company, will today report its financial results for the nine-month Stub Period ended December 31, 2021.

Doug Croxall, Crown, CEO, “In less than one year we have vertically integrated all manufacturing processes internally. This is quite an accomplishment and a departure from our original plan to have contract manufacturers produce our electrokinetic film. The growth of our talented team and the execution of our business plan now positions Crown for first product delivery in a matter of months. We look forward to delivering our generation 1.0 Smart Window Insert this summer.”

### Crown Updates During and Subsequent to the nine-month Stub Period

The Company expects to have its new facilities in Oregon operational by the end of the second quarter 2022. The Salem facility will manage the assembly of the Inserts and the Research and Development lab in Corvallis, will continue to improve its defect-free film and run its initial production of electrokinetic film for first product launch in the Summer 2022.

Key product differentiators will include extremely low power consumption (solar-powered), faster tinting speed and the ability to retrofit existing windows.

On March 25<sup>th</sup>, the Company entered its third MSA (Master Supply Agreement) with another large REIT (Real Estate Investment Trust), to install its Smart Window Inserts powered by DynamicTint™ in its office buildings. The MSA provides the terms and conditions under which purchase orders will be executed.

### Financial Results for the nine-month Stub Period ended December 31, 2021, compared to the nine months ended December 2020

**Net Loss:** Net loss for the nine-month Stub period ended December 31, 2021, was \$16.5 million which included \$8.7 million of non-cash stock-based compensation expense. This Net loss was \$3.6 million lower than the \$20.1 million recorded during the nine months ended December 31, 2020, which included \$16.5 million of non-cash compensation and financing expenses.

**Operating Expenses:** Operating Expenses were \$16.9 million comprising \$8.7 million of non-cash stock-based compensation, \$4.5 million of payroll expense, \$2.3 million in consulting and professional fees, and \$1.5 million of operating overhead. Operating expenses for the nine months ended December 31, 2020, were \$14.1 million which included non-cash stock-based compensation of \$11.0 million.

**Other Income/Expenses:** Other Income was \$0.4 million during the nine months ended December 31, 2021. Other Expense was \$6.0 million for the nine months ended December 31, 2020, and was primarily due to interest incurred on convertible notes.

**Cash Position:** For the nine months ended December 31, 2021, the Company deployed \$8.6 million of cash for operations and \$0.8 million for investing activities. As of December 31, 2021, cash and cash equivalents were \$6.1 million. In March 2022 Crown executed a \$10 million standby letter of credit.

### Conference Call and Webcast Information

The Company will host a conference call and audio webcast that morning at 11:00 a.m. Eastern Time featuring remarks by Doug Croxall, Chairman & CEO and Joel Krutz, CFO.

**Event:** Crown Electrokinetics Earnings Conference Call for the nine-month Stub Period ended December 31, 2021,  
**Date:** Wednesday, March 30, 2022  
**Time:** 11:00 a.m. Eastern Time / 8:00 a.m. Pacific Time  
**Live Call:** + 1-877-451-6152 (U.S. Toll Free) or +1-201-389-0879 (International)  
**Webcast:** [https://viaavid.webcasts.com/starthere.jsp?ei=1533110&tp\\_key=e6bfa2f897](https://viaavid.webcasts.com/starthere.jsp?ei=1533110&tp_key=e6bfa2f897)

For interested individuals unable to join the conference call, a replay will be available through April 13, 2022, at +1-844-512-2921 (U.S. Toll Free) or +1-412-317-6671 (International). Participants must use the following code to access the replay of the call: 13727498.

An archived version of the webcast will also be available on Crown’s Investor Relations site: <https://ir.crownek.com/>.

### About Crown Electrokinetics

Crown is a smart glass technology company and the creator of DynamicTint™ We Make Your Glass Smarter™. Originally invented by Hewlett-Packard (HP, Inc.), our technology allows any glass surface to transition between clear and dark in seconds. With applications to a wide array of windows, including commercial buildings, automotive sunroofs, and residential skylights, we partner with leading glass and film manufacturers for mass production and distribution. At the core of our technology is a thin film that is powered by electrically charged pigment which not only replaces common window tints but is also a more sustainable alternative to traditional window treatments. With its unique ability to be retrofitted to existing glass, DynamicTint™ offers myriad benefits related to reducing carbon emissions. The company is supported by a robust patent portfolio.

**Safe Harbor Statement:** Statements in this news release may be “forward-looking statements”. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions, or any other statements relating to our future activities or other future events or conditions. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in forward-looking statements due to numerous factors. Any forward-looking statements speak only as of the date of this news release and Crown Electrokinetic Corporation undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this news release.

This press release does not constitute a public offer of any securities for sale. Any securities offered privately will not be or have not been registered under the Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

### Crown Electrokinetics

**IR Email:** [info@crownek.com](mailto:info@crownek.com)

**Source:** Crown Electrokinetics: [www.crownek.com](http://www.crownek.com)

**Crown Electrokinetics, Corp**  
**Balance Sheets**

	<u>December 31,</u> <u>2021</u>	<u>March 31,</u> <u>2021</u>
<b>ASSETS</b>		
Current assets:		
Cash	\$ 6,130	\$ 15,297
Prepaid & other current assets	687	346
Total current assets	6,817	15,643
Property and equipment, net	895	209
Intangible assets, net	1,761	1,650
Other assets	179	20
<b>TOTAL ASSETS</b>	<b>\$ 9,652</b>	<b>\$ 17,522</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 358	\$ 285
Accrued expenses	298	211
Notes payable	8	439
Total current liabilities	664	935
Total liabilities	664	935
STOCKHOLDERS' EQUITY:		
Preferred stock, par value \$0.0001; 50,000,000 shares authorized, no shares outstanding	-	-
Series A preferred stock, par value \$0.0001; 300 shares authorized, 251 shares outstanding as of December 31, 2021 and March 31, 2021, respectively	-	-
Series B preferred stock, par value \$0.0001; 1,500 shares authorized, 1,443 shares outstanding as of December 31, 2021 and March 31, 2021, respectively	-	-
Series C preferred stock, par value \$0.0001; 600,000 shares authorized, 500,756 shares outstanding as of December 31, 2021 and March 31, 2021, respectively	-	-
Common stock, par value \$0.0001; 200,000,000 shares authorized; 14,530,126 and 14,856,480 shares outstanding as of December 31, 2021 and March 31, 2021, respectively	1	1
Additional paid-in capital	82,677	73,789
Accumulated deficit	(73,690)	(57,203)
Total stockholders' equity	8,988	16,587
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 9,652</b>	<b>\$ 17,522</b>

**Crown Electrokinetics, Corp**  
**Statements of Operations**

	<u>Nine months ended</u> <u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
		<u>(Unaudited)</u>
<b>Operating expenses:</b>		
Research and development	\$ 2,496	\$ 2,635
Selling, general and administrative	14,367	11,455
<b>Total operating expenses</b>	<b>16,863</b>	<b>14,090</b>
<b>Loss from operations</b>	<b>(16,863)</b>	<b>(14,090)</b>
<b>Other income (expense):</b>		
Other expense	(55)	(55)
Interest expense	(7)	(2,665)
Loss on exchange of notes payable for common stock and warrants	-	(1,521)
Gain (loss) on extinguishment of debt	7	(453)
Gain on forgiveness of PPP loan	431	-
Change in fair value of warrant liability	-	(1,337)
Change in fair value of derivative liability	-	39
<b>Total other income (expense)</b>	<b>376</b>	<b>(5,992)</b>
<b>Net loss</b>	<b>\$ (16,487)</b>	<b>\$ (20,082)</b>
<b>Net loss per share, basic and diluted:</b>	<b>\$ (1.13)</b>	<b>\$ (2.70)</b>
<b>Weighted average shares outstanding, basic and diluted:</b>	<b>14,596,019</b>	<b>7,430,701</b>

**Crown Electrokinetics, Corp**  
**Statements of Cash Flows**

	Nine months ended December 31,	
	2021	2020 (Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (16,487)	\$ (20,082)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	8,458	10,663
Issuance of common stock to consultants	244	302
Depreciation and amortization	225	57
(Gain) loss on extinguishment of debt	(7)	453
Gain on forgiveness of PPP loan	(431)	-
Loss on exchange of notes payable for common stock and warrants	-	1,521
Amortization of debt discount	-	2,256
Non-cash expenses for placement agent	-	55
Change in fair value of warrant liability	-	1,337
Change in fair value of derivative liability	-	(39)
Changes in operating assets and liabilities:		
Prepaid and other assets	(500)	(189)
Account payable	(126)	120
Accrued expenses	87	(408)
Accrued interest	-	349
Net cash used in operating activities	<u>(8,537)</u>	<u>(3,605)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of equipment	(552)	(82)
Purchase of patents/R&D license	(264)	(25)
Net cash used in investing activities	<u>(816)</u>	<u>(107)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from the issuance of common stock, net of fees	-	1,599
Proceeds from the exercise of stock options	186	-
Proceeds from related parties non-interest bearing advance	-	25
Repayment of senior secured promissory note	-	(200)
Proceeds from PPP loan	-	205
Repayment of related party non interest bearing advance	-	(50)
Repayment of notes payable	-	(53)
Proceeds from issuance of senior secured convertible notes and common stock warrants	-	2,676
Common stock repurchased and subsequently canceled	-	(450)
Payment of financing costs	-	(52)
Net cash provided by financing activities	<u>186</u>	<u>3,700</u>
Net decrease in cash	(9,167)	(12)
Cash — beginning of year	15,297	48
Cash — end of year	<u>\$ 6,130</u>	<u>\$ 36</u>