

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): January 14, 2025

Crown Electrokinetics Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction
of Incorporation)

001-39924

(Commission File No.)

47-5423944

(IRS Employer
Identification No.)

**1110 NE Circle Blvd.
Corvallis, Oregon 97330**

(Address of principal executive offices and zip code)

(458) 212-2500

(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:

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	CRKN	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 (§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 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting (the “Special Meeting”) of the stockholders of Crown Electrokinetics Corp. (the “Company”) was held on January 14, 2025. As of December 16, 2024, the record date for the Special Meeting, 64,075,342 shares of common stock, par value \$0.0001 per share (“Common Stock”) were issued and outstanding. Holders of 25,347,328 shares of the Company’s Common Stock were present in person or by proxy at the Special Meeting, representing approximately 39.55% of the total outstanding shares of Common Stock, constituting a quorum pursuant to the Company’s bylaws. A brief summary of the matters voted upon by stockholders at the Special Meeting is set forth below, and the proposals are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on December 26, 2024. The voting results reported below are final.

Proposal No. 1

The Company’s stockholders approved a reverse stock split of the Common Stock at a ratio of not more than 1-for-200, such ratio to be determined by the Board of Directors on or prior to December 31, 2025, in its sole discretion, based upon the following votes:

VOTES “FOR”	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
14,967,231	10,208,814	171,283	--

Proposal No. 2

The Company’s stockholders ratified the appointment of BPM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, based upon the following votes:

VOTES “FOR”	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
20,268,416	3,522,400	1,556,512	--

Item 7.01. Regulation FD Disclosure.

On January 14, 2025, the Company issued a press release announcing the results from the Special Meeting. A copy of the press release is furnished herewith as Exhibit 99.1 to the Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the 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, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing. Furthermore, the furnishing of information under Item 7.01 of this Current Report on Form 8-K is not intended to constitute a determination by the Company that the information contained herein, including the exhibits hereto, is material or that the dissemination of such information is required by Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated January 14, 2025
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: January 14, 2025

CROWN ELECTROKINETICS CORP.

By: /s/ Doug Croxall

Name: Doug Croxall

Title: Chief Executive Officer

Crown Announces Results of Special Meeting of Stockholders

LOS ANGELES, Jan. 14, 2025 – **Crown Electrokinetics Corp. (NASDAQ: CRKN)** (“Crown” or the “Company”), a leading provider of innovative technology infrastructure solutions that benefit communities and the environment, today announced the voting results from its Special Meeting of Stockholders held on January 14, 2025.

Crown’s shareholders approved all proposals presented during the meeting, including the authorization of up to a 1-for-200 reverse stock split of its common stock and ratification of its independent registered public accounting firm. These approvals provide Crown with the flexibility to meet its corporate objectives, including maintaining compliance with Nasdaq’s listing requirements.

Shareholder approval of the reverse stock split has given the Board of Directors the discretion to enact the split within a ratio of not less than 1-for-2 and not more than 1-for-200. The Board will have discretion to determine whether to affect the reverse split and to set the exact ratio within the range at any time prior to December 31, 2025. Crown believes this provides the Board with maximum flexibility to react to current market conditions and therefore to achieve the purposes of the reverse stock split, if implemented, and to act in the best interests of our stockholders

“We are deeply grateful to our Board and shareholders for their support in approving this reverse stock split, a necessary step to position Crown for continued growth and success,” said Doug Croxall, CEO and Chairman, Crown. “Maintaining our Nasdaq listing ensures access to the capital markets, which is needed to advance our mission in delivering innovative infrastructure solutions that benefit both communities and the environment.”

“As we step into 2025, Crown is stronger, more focused, and better positioned than ever to capitalize on new opportunities. With momentum across our three divisions, we are committed to achieving profitability in the first half of 2025, expanding our footprint to meet increasing demand, and delivering innovative infrastructure solutions that address critical societal challenges. The reverse stock split underscores our commitment to building long-term value for our shareholders and laying the foundation for sustainable growth and continued innovation,” concluded Mr. Croxall.

For more information on the meeting results or to access the full voting report, please refer to the Company’s filings with the Securities and Exchange Commission (the “SEC”) at <https://ir.crownec.com/sec-filings>.

About Crown

Crown (Nasdaq: CRKN) is an innovative infrastructure solutions provider dedicated to benefiting communities and the environment. Comprised of three business divisions, Smart Windows, Fiber Optics, and Water Solutions, Crown is developing and delivering cutting edge solutions that are challenging the status quo and redefining industry standards. For more information, please visit www.crownec.com.

Forward Looking Statements

Certain statements in this news release may be “forward-looking statements” (within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995) regarding future events or Crown’s future financial performance that involve certain contingencies and uncertainties, including those discussed in Crown’s Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent reports Crown files with the U.S. Securities and Exchange Commission from time to time, in the sections entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. 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.

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