

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): May 27, 2024

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

On May 27, 2024, the Board of Directors of Crown Electrokinetics Corp. (the “Company”) approved an amendment of the Company’s Bylaws to reduce the quorum needed for stockholder meetings to one-third (33.33%) of the voting power of the shares issued and outstanding and entitled to vote at a meeting of stockholders. The quorum requirement was also applied retroactively to the 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The Annual Meeting will be held on Friday, June 14, 2024, beginning at 10:00 A.M. eastern time at the offices of Pryor Cashman LLP at 7 Times Square, New York, NY 10036.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	Amendment No. 1 to the Bylaws of Crown Electrokinetics Corp.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements 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 hereunto duly authorized.

Date: May 28, 2024

CROWN ELECTROKINETICS CORP.

By: /s/ Doug Croxall
Name: Doug Croxall
Title: Chief Executive Officer

**AMENDMENT NO. 1
TO THE BYLAWS
OF
CROWN ELECTROKINETICS CORP.
(F/K/A 3D NANOCOLOR CORP.)**

(a Delaware corporation)

This Amendment No. 1 to the Bylaws (the “**Bylaws**”) of Crown Electrokinetics Corp., a Delaware corporation (the “**Corporation**”), is effective as of May 27, 2024.

WHEREAS, the Board of Directors of the Corporation has approved by unanimous written consent the Amendment No. 1 to the Bylaws as set forth below.

NOW, THEREFORE, BE IT RESOLVED, the Bylaws are hereby amended as follows:

The paragraph entitled “QUORUM” in Section 6 of Article I of the Bylaws is hereby amended and restated in its entirety to read as follows:

QUORUM. Except as the General Corporation Law or these Bylaws may otherwise provide, the holders of more than one third (33.33%) of the voting power of all shares of stock issued and outstanding and entitled to vote, present in person, or by remote communication, if applicable, or represented by proxy, shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders.

RESOLVED, except as modified by this Amendment No. 1 to the Bylaws, the rest of the Bylaws remain unchanged and, as modified, continue in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Amendment No. 1 to be signed by its Chief Executive Officer as of the date first written above.

Date: May 27, 2024

CROWN ELECTROKINETICS CORP.

By: /s/Doug Croxall

Douglas Croxall

Chief Executive Officer
