

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2022-05-24** | Period of Report: **2022-05-18**

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### FILER

#### **COMSovereign Holding Corp.**

CIK: [1178727](#) | IRS No.: **465538504** | State of Incorp.: **NV** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: [001-39379](#) | Film No.: **22957067**  
SIC: **3669** Communications equipment, nec

Mailing Address  
5000 QUORUM DRIVE,  
SUITE 400  
DALLAS TX 75254

Business Address  
5000 QUORUM DRIVE,  
SUITE 400  
DALLAS TX 75254  
904-834-4400

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 18, 2022

**COMSOVEREIGN HOLDING CORP.**

(Exact name of registrant as specified in charter)

**Nevada**

(State or other Jurisdiction of  
Incorporation or Organization)

**333-150332**

(Commission File Number)

**46-5538504**

(IRS Employer  
Identification No.)

**5000 Quorum Drive, Suite 400  
Dallas, TX**

(Address of Principal Executive Offices)

**75254**

(zip code)

**(904) 834-4400**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- ☐ 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, par value \$0.0001 per share	COMS	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	COMSW	The Nasdaq Stock Market LLC
9.25% Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share	COMSP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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### Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 31, 2022, COMSovereign Holding Corp. (the “Company”) filed a notice of late filing on Form 12b-25 with the Securities and Exchange Commission (the “SEC”) to report that its Annual Report on Form 10-K for the year ended December 31, 2021 (the “Form 10-K”) would not be timely filed.

On April 19, 2022, the Company received a notice from The Nasdaq Stock Market LLC (“Nasdaq”) stating that because the Company has not yet filed the Form 10-K, the Company is no longer in compliance with Nasdaq Listing Rule 5250(c)(1), which requires listed companies to timely file all required periodic financial reports with the SEC.

On May 18, 2022, the Company received a notice from Nasdaq stating that because the Company has not yet filed the Form 10-K or its Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the “Form 10-Q”), the Company is not in compliance with Nasdaq Listing Rules. The Company has until June 20, 2022 to submit to Nasdaq a plan to regain compliance with respect to these delinquent reports.

This notification has no immediate effect on the listing of the Company’s securities on Nasdaq. However, if the Company fails to timely regain compliance with the Nasdaq Listing Rule, the Company’s common stock, warrants and 9.25% Series A Cumulative Redeemable Perpetual Preferred Stock will be subject to delisting from Nasdaq. Under Nasdaq rules, the Company has 60 calendar days to submit to Nasdaq a plan to regain compliance with the Nasdaq Listing Rule. If Nasdaq accepts the Company’s plan, then Nasdaq may grant the Company up to 180 days from the prescribed due date for filing the Form 10-K and the Form 10-Q to regain compliance. If Nasdaq does not accept the Company’s plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

The Company is working diligently to complete the Form 10-K and intends to file the Form 10-K with the SEC as promptly as practicable. Once the Form 10-K has been filed, the Company intends to complete and file the Form 10-Q.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press release dated May 24, 2022 announcing the receipt of the Nasdaq notification letter.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

### SIGNATURE

Pursuant to the requirement 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.

Date: May 24, 2022

COMSOVEREIGN HOLDING CORP.

By: /s/ Daniel L. Hodges

Daniel L. Hodges

Chairman and Chief Executive Officer



### COMSovereign Receives Notice from Nasdaq Regarding Delayed Quarterly Report

**DALLAS, TEXAS** – May 24, 2022 – COMSovereign Holding Corp. (NASDAQ: COMS and COMSP) (“COMSovereign” or the “Company”), a U.S.-based developer of 4G LTE Advanced and 5G communication systems and solutions, today announced that it has received a letter from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”) because the Company failed to timely file its Annual Report on Form 10-K for the year ended December 31, 2021 (the “Form 10-K”) and its Quarterly Report on Form 10-Q for the period ended March 31, 2022, with the Securities and Exchange Commission (the “SEC”).

As previously disclosed in the Form 12b-25 filed on March 31, 2022 by the Company with the SEC, the Company was unable to file the Form 10-K by the required due date of March 31, 2022 due to the six acquisitions completed by the Company during the last fiscal year, two of which are based outside of the United States, requiring complex outside valuations and purchase price allocations in order to comply with U.S. GAAP accounting principles. In addition, the Company is obtaining appraisals of impairment of goodwill, which has taken more time than expected.

Under Nasdaq rules, the Company has until June 20, 2022 to submit a plan to regain compliance with respect to these delinquent reports. If Nasdaq accepts the Company’s plan, it may grant an exception of up to 180 calendar days from the Filing’s due date, or until October 12, 2022, for it to regain compliance.

For more information about COMSovereign, please visit [www.COMSovereign.com](http://www.COMSovereign.com) and connect with us on [Facebook](#) and [Twitter](#).

#### About COMSovereign Holding Corp.

COMSovereign Holding Corp. (Nasdaq: COMS) has assembled a portfolio of communications technology companies that enhance connectivity across the entire data transmission spectrum. Through strategic acquisitions and organic research and development efforts, COMSovereign has become a U.S.-based communications provider able to provide 4G LTE Advanced and 5G telecom solutions to network operators and enterprises. For more information about COMSovereign, please visit [www.COMSovereign.com](http://www.COMSovereign.com).

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#### Forward-Looking Statements

Certain statements in this press release that are not historical facts are forward-looking statements that reflect management’s current expectations, assumptions, and estimates of future performance and economic conditions, and involve risks and uncertainties that could cause actual results to differ materially from those anticipated by the statements made herein. Forward-looking statements are generally identifiable by the use of forward-looking terminology such as “believe,” “expects,” “may,” “looks to,” “will,” “should,” “plan,” “intend,” “on condition,” “target,” “see,” “potential,” “estimates,” “preliminary,” or “anticipates” or the negative thereof or comparable terminology, or by discussion of strategy or goals or other future events, circumstances, or effects. Moreover, forward-looking statements in this release include, but are not limited to, the impact of the current COVID-19 pandemic, which may limit access to the Company’s facilities, customers, management, support staff, and professional advisors, and to develop and deliver advanced voice and data communications systems, demand for the Company’s products and services, the availability of parts and components for the manufacture of products, economic conditions in the U.S. and worldwide, and the Company’s ability to recruit and retain management, technical, and sales personnel. Further information relating to factors that may impact the Company’s results and forward-looking statements are disclosed in the Company’s filings with the SEC. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company disclaims any intention or obligation, other than imposed by law, to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Contacts:

Steve Gersten, Director of Investor Relations  
COMSovereign Holding Corp.  
813-334-9745  
investors@comsovereign.com

and

Media Relations for COMSovereign Holding Corp.:  
Michael Glickman  
MWGCO, Inc.  
917-397-2272  
mike@mwgco.net

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**Cover****May 18, 2022**

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<a href="#">Amendment Flag</a>	false
<a href="#">Document Period End Date</a>	May 18, 2022
<a href="#">Entity File Number</a>	333-150332
<a href="#">Entity Registrant Name</a>	COMSOVEREIGN HOLDING CORP.
<a href="#">Entity Central Index Key</a>	0001178727
<a href="#">Entity Tax Identification Number</a>	46-5538504
<a href="#">Entity Incorporation, State or Country Code</a>	NV
<a href="#">Entity Address, Address Line One</a>	5000 Quorum Drive
<a href="#">Entity Address, Address Line Two</a>	Suite 400
<a href="#">Entity Address, City or Town</a>	Dallas
<a href="#">Entity Address, State or Province</a>	TX
<a href="#">Entity Address, Postal Zip Code</a>	75254
<a href="#">City Area Code</a>	904
<a href="#">Local Phone Number</a>	834-4400
<a href="#">Written Communications</a>	false
<a href="#">Soliciting Material</a>	false
<a href="#">Pre-commencement Tender Offer</a>	false
<a href="#">Pre-commencement Issuer Tender Offer</a>	false
<a href="#">Entity Emerging Growth Company</a>	false
<a href="#">Common Stock, par value \$0.0001 per share</a>	
<a href="#">Title of 12(b) Security</a>	Common Stock, par value \$0.0001 per share
<a href="#">Trading Symbol</a>	COMS
<a href="#">Security Exchange Name</a>	NASDAQ
<a href="#">Warrants to purchase Common Stock</a>	
<a href="#">Title of 12(b) Security</a>	Warrants to purchase Common Stock
<a href="#">Trading Symbol</a>	COMSW
<a href="#">Security Exchange Name</a>	NASDAQ
<a href="#">9.25% Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share</a>	
<a href="#">Title of 12(b) Security</a>	9.25% Series A Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share
<a href="#">Trading Symbol</a>	COMSP
<a href="#">Security Exchange Name</a>	NASDAQ





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