

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 31, 2025**

SOBR SAFE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

000-53316
(Commission
File Number)

26-0731818
(IRS Employer
Identification No.)

6400 S. Fiddlers Green Circle, Suite 1400
Greenwood Village, Colorado 80111
(Address of principal executive offices) (zip code)

(844) 762-7723
(Registrant's telephone number, including area code)

(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	SOBR	The Nasdaq Stock Market LLC (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 (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. ☐

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

On March 31, 2025, SOBR Safe, Inc., a Delaware corporation (the “Company”), filed a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Certificate of Incorporation, as previously amended, with the Secretary of State of the State of Delaware for the purpose of effecting a 1-for-10 reverse stock split of the Company’s common stock, \$0.00001 par value per share (the “Common Stock”).

Stockholders holding 30.25% of the Company’s then outstanding voting stock approved the Certificate of Amendment on December 9, 2024. The Certificate of Amendment will become effective with the State of Delaware on April 4, 2025. The Common Stock continues to be quoted on the Nasdaq Capital Market under the symbol “SOBR” and will start trading on a post-split basis on April 4, 2025.

As a result of the reverse stock split to be effected by the Certificate of Amendment, every 10 shares of the outstanding Common Stock prior to the effect of the Certificate of Amendment will be combined and reclassified into one share of the Common Stock. No fractional shares will be issued in connection with the reverse stock split, and any of the Company’s stockholders that would be entitled to receive a fractional share as a result of the reverse stock split will instead receive one additional share of the Common Stock in lieu of the fractional share. The reverse stock split will not in itself affect any stockholder’s ownership percentage of the Common Stock, except to the extent that any fractional share will be rounded up to the nearest whole share. The Company’s post-reverse stock split Common Stock has a new CUSIP number, 833592 405, but the par value and all other terms of the Common Stock will not be affected by the reverse stock split.

The foregoing description of the Certificate of Amendment and the reverse stock split set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On April 2, 2025, the Company issued a press release announcing a 1-for-10 reverse stock split of the Common Stock to be effective as of 12:01 a.m., Eastern Time, on April 4, 2025. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

3.1*	Certificate of Amendment to Certificate of Incorporation of SOBR Safe, Inc.
99.1*	Press Release dated April 2, 2025
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed or furnished herewith

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 hereunto duly authorized.

SOBR Safe, Inc.
a Delaware corporation

Dated: April 4, 2025

By: /s/ David Gandini
David Gandini, Chief Executive Officer

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
SOBR SAFE, INC.

SOBR SAFE, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST : Pursuant to Unanimous Written Consent of the Board of Directors of the Corporation on March 10, 2025, the following amendment to the Certificate of Incorporation of the Corporation was approved:

Section 1 of Article "Fourth" of the Certificate of Incorporation is amended to read in its entirety as follows:

"Section 1. Reverse Stock Split. Upon the effectiveness of this Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time"), each ten (10) shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time ("Old Common Stock") shall automatically be combined and converted, without any action on the part of the holder thereof, into one (1) share of fully paid and nonassessable Common Stock of the Corporation (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued upon combination of the Common Stock in the Reverse Stock Split. If the Reverse Stock Split would result in the issuance of any fractional share, the Corporation shall issue one whole share in lieu of the fractional share.

The Reverse Stock Split shall occur whether or not the certificates representing such shares of Common Stock are surrendered to the Corporation or its transfer agent. The Reverse Stock Split shall be effected on a record holder-by-record holder basis, such that any fractional shares of Common Stock resulting from the Reverse Stock Split and held by a single record holder shall be aggregated.

The par value of each share of Common Stock shall not be adjusted in connection with the Reverse Stock Split."

SECOND : That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD : This Certificate of Amendment shall be effective as of 12:01 a.m. Eastern Time on April 4, 2025 or as soon as practicable thereafter.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed this 31 day of March, 2025.

By: /s/ David Gandini
David Gandini,
Chief Executive Officer

DENVER, CO / ACCESSWIRE / April 2, 2025 / SOBR Safe, Inc. (NASDAQ:SOBR) ("SOBRsafe"), provider of next-generation transdermal alcohol detection solutions, today announced that it will proceed with a 1-for-10 reverse stock split ("Reverse Stock Split") of its outstanding shares of common stock (the "Common Stock") following approval by its board of directors. This ratio is within the range approved by stockholders at the annual meeting of SOBRsafe's shareholders held on December 9, 2024.

The Reverse Stock Split is expected to become effective at 12:01 a.m., Eastern Time, on April 4, 2025. SOBRsafe expects the Common Stock will begin trading on a post-split basis at the market open on April 4, 2025, under the existing symbol "SOBR" with the new CUSIP number 833592 405.

When the Reverse Stock Split is effective, every ten shares of the Common Stock issued and outstanding will be combined automatically into one share of Common Stock. This will reduce the number of issued and outstanding shares of common stock from approximately 15,261,445 shares to approximately 1,526,145 shares. The Reverse Stock Split will apply equally to all outstanding shares of Common Stock, and each stockholder will hold the same percentage of Common Stock outstanding immediately following the Reverse Stock Split, except for minor adjustments that may result from the treatment of fractional shares. No fractional shares will be issued in connection with the Reverse Stock Split. With respect to any fractional shares, fractional amounts will be rounded up to the nearest whole number with post-split shares issuable to any shareholder who would otherwise be entitled to receive a fractional post-split share. Additionally, all common shares equivalent securities including warrants and equity compensation awards outstanding immediately prior to the Reverse Stock Split will be proportionately adjusted.

Equiniti Trust Company, LLC ("Equiniti") is acting as the exchange agent and transfer agent for the Reverse Stock Split.

Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders holding certificated shares will receive a transmittal letter from Equiniti as soon as practicable after the Reverse Stock Split is affected. The transmittal letter will be accompanied by instructions specifying how you can exchange your certificate or certificates representing the pre-Reverse Stock Split shares of Common Stock for a statement of ownership. Stockholders owning shares through a bank, broker or other nominee will have their positions adjusted to reflect the Reverse Stock Split.

Additional information about the Reverse Stock Split can be found in SOBRsafe's definitive proxy statement (Form DEF 14A) filed with the U.S. Securities and Exchange Commission (the "SEC") on November 15, 2024.