

**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): **June 5, 2026**

**DRAGONFLY ENERGY HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**001-40730**  
(Commission  
File Number)

**85-1873463**  
(IRS Employer  
Identification No.)

**12915 Old Virginia Road**  
**Reno, Nevada**  
(Address of principal executive offices)

**89521**  
(Zip Code)

Registrant's telephone number, including area code: **(775) 622-3448**

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, par value \$0.0001 per share	DFLI	The Nasdaq Capital Market
Redeemable warrants, exercisable for common stock	DFLIW	The 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.***Amendment to Articles of Incorporation*

On June 5, 2026, Dragonfly Energy Holdings Corp. (the “Company”) filed a Certificate of Amendment to the Company’s Articles of Incorporation, as amended from time to time (as amended, the “Articles of Incorporation”), with the Secretary of State of the State of Nevada (the “Certificate of Amendment”) to update the Company’s registered agent and registered office. The Certificate of Amendment became effective upon filing.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

*Withdrawal of Series A Certificate of Designation*

As previously disclosed, on February 26, 2025, the Company filed a Certificate of Designation of the Powers, Preferences and Relative, Participating, Optional and Other Restrictions of Series A Convertible Preferred Stock of the Company (the “Certificate of Designation”) with the Secretary of State of the State of Nevada, pursuant to which the Company designated 5,000 shares of preferred stock as Series A Convertible Preferred Stock (the “Series A Preferred Stock”).

On June 5, 2026, the Company filed a Withdrawal of Designation relating to the Series A Preferred Stock (the “Withdrawal of Designation”) with the Secretary of State of the State of Nevada. At the time of the filing of the Withdrawal of Designation, no shares of Series A Preferred Stock were issued or outstanding. The Withdrawal of Designation became effective upon filing and eliminated from the Company’s Articles of Incorporation all matters set forth in the previously filed Certificate of Designation with respect to the previously designated Series A Preferred Stock.

A copy of the Withdrawal of Designation is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
3.1	<a href="#"><u>Certificate of Amendment to the Articles of Incorporation, as amended, of Dragonfly Energy Holdings Corp., as filed with the Secretary of State of the State of Nevada, dated June 5, 2026.</u></a>
3.2	<a href="#"><u>Certificate, Amendment or Withdrawal of Designation, relating to the Series A Convertible Preferred Stock, as filed with the Secretary of State of Nevada, dated June 5, 2026.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

**DRAGONFLY ENERGY HOLDINGS CORP.**

Dated: June 8, 2026

By: /s/ Denis Phares  
Name: Denis Phares  
Title: Chief Executive Officer,  
Interim Chief Financial Officer and President

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**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>F. Aguilar</i> Secretary of State State Of Nevada	Business Number E30656912023-1
	Filing Number 20265794531
	Filed On 6/5/2026 1:28:00 PM
	Number of Pages 3

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<p><b>1. Entity information:</b></p>	<p>Name of entity as on file with the Nevada Secretary of State:  <input style="width: 100%;" type="text" value="Dragonfly Energy Holdings Corp."/></p> <p>Entity or Nevada Business Identification Number (NVID): <input style="width: 150px;" type="text" value="NV20232731389"/></p>								
<p><b>2. Restated or Amended and Restated Articles:</b>                  (Select one)                   (If amending and restating only, complete section 1,2 3, 5 and 6)</p>	<p><input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles</p> <p style="margin-left: 20px;"><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input style="width: 100px;" type="text"/></p> <p style="margin-left: 20px;">The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.</p> <p style="margin-left: 20px;"><input type="checkbox"/> Amended and Restated Articles</p> <p>* Restated or Amended and Restated Articles must be included with this filing type.</p>								
<p><b>3. Type of Amendment Filing Being Completed:</b>                  (Select only one box)                   (If amending, complete section 1, 3, 5 and 6.)</p>	<p><input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)</p> <p style="margin-left: 20px;">The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors</p> <p style="margin-left: 20px;">The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued</p> <hr/> <p><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)</p> <p style="margin-left: 20px;">The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input style="width: 100px;" type="text"/></p> <p style="margin-left: 20px;">Or <input checked="" type="checkbox"/> No action by stockholders is required, name change only.</p> <hr/> <p><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -</p> <p style="margin-left: 20px;">Name in home state, if using a modified name in Nevada:  <input style="width: 100%;" type="text"/></p> <p style="margin-left: 20px;">Jurisdiction of formation: <input style="width: 150px;" type="text"/></p> <p style="margin-left: 20px;">Changes to takes the following effect:</p> <table style="margin-left: 40px; width: 100%;"> <tr> <td><input type="checkbox"/> The entity name has been amended.</td> <td><input type="checkbox"/> Dissolution</td> </tr> <tr> <td><input type="checkbox"/> The purpose of the entity has been amended.</td> <td><input type="checkbox"/> Merger</td> </tr> <tr> <td><input type="checkbox"/> The authorized shares have been amended.</td> <td><input type="checkbox"/> Conversion</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other: (specify changes) <input style="width: 100%;" type="text"/></td> </tr> </table> <p>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</p>	<input type="checkbox"/> The entity name has been amended.	<input type="checkbox"/> Dissolution	<input type="checkbox"/> The purpose of the entity has been amended.	<input type="checkbox"/> Merger	<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion	<input type="checkbox"/> Other: (specify changes) <input style="width: 100%;" type="text"/>	
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<input type="checkbox"/> The purpose of the entity has been amended.	<input type="checkbox"/> Merger								
<input type="checkbox"/> The authorized shares have been amended.	<input type="checkbox"/> Conversion								
<input type="checkbox"/> Other: (specify changes) <input style="width: 100%;" type="text"/>									

This form must be accompanied by appropriate fees.



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

<b>4. Effective Date and Time:</b> (Optional)	Date: <input style="width: 150px;" type="text"/> Time: <input style="width: 100px;" type="text"/> (must not be later than 90 days after the certificate is filed)
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<b>5. Information Being Changed:</b> (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input checked="" type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input checked="" type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">                     See below for amendment to Article II (Registered Agent and Office)                 </div> (attach additional page(s) if necessary)
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<b>6. Signature:</b> (Required)	Signed by: _____ <input checked="" type="checkbox"/> <i>Denis Phares</i> <small>957AA00F247C4A9</small> Signature of Officer or Authorized Signer <table style="float: right; margin-left: 20px;"> <tr> <td style="border: 1px solid black; padding: 2px;">Chief Executive Officer</td> <td style="padding: 2px;">Title</td> </tr> <tr> <td style="border: 1px solid black; height: 20px; margin-top: 5px;"></td> <td style="padding: 2px;">Title</td> </tr> </table> <input checked="" type="checkbox"/> _____ Signature of Officer or Authorized Signer	Chief Executive Officer	Title		Title
Chief Executive Officer	Title				
	Title				

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

Article II is amended as follows:

"The address of the Corporation's registered office in the State of Nevada is 12915 Old Virginia Road, Reno, Nevada 89521. Jamie K. Tract, located at 50 West Liberty Street, Suite 750, Reno, Nevada 89501, shall act as the registered agent."

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Registered Agent Acceptance/Statement of Change
(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information: Name of represented entity: Dragonfly Energy Holdings Corp.
Entity or Nevada Business Identification Number (NVID): NV20232731389
2. Registered Agent Acceptance: [X] Registered Agent Acceptance
3. Information Being Changed: Statement of Change takes the following effect: (select only one)
[X] Appoints New Agent (complete section 5)
[ ] Update Represented Entity Acting as Registered Agent (complete sections 5)
[X] Update Registered Agent Name (complete sections 4 & 5)
[X] Update Registered Agent Address (complete sections 4 & 5)
4. Registered Agent Information Before the Change: (Non-commercial registered agents ONLY)
General Counsel
Name of Registered Agent OR Title of Office or Position with Entity
1190 Trademark Drive #108 Reno Nevada 89521
5. Newly Appointed Registered Agent or Registered Agent Information After the Change:
[X] Commercial Registered Agent (name only below)
[ ] Noncommercial Registered Agent (name and address below)
[ ] Office or Position with Entity (title or position and address below)
Jamie K. Tract
Name of Registered Agent OR Title of Office or Position within Entity
6. Electronic Notification: (Optional)
Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only:
7. Certificate of Acceptance of Appointment of Registered Agent: (Required)
I hereby accept appointment as Registered Agent for the above named Entity.
X [Signature] 06/05/2026
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
8. Signature of Represented Entity: (Required)
X [Signature] 5/27/2026 | 10:15 AM F
Signed by:
Authorized Signature On Behalf of the Entity Date

FEE: \$60.00

This form must be accompanied by appropriate fees.



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# Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

**TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT**

<b>1. Entity information:</b>	Name of entity: <div style="border: 1px solid black; padding: 2px;">Dragonfly Energy Holdings Corp.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">NV20232731389</div>
<b>2. Effective date and time:</b>	For Certificate of Designation or Amendment to Designation Only (Optional): Date: <div style="border: 1px solid black; padding: 2px;"> </div> Time: <div style="border: 1px solid black; padding: 2px;"> </div> <small>(must not be later than 90 days after the certificate is filed)</small>
<b>3. Class or series of stock:</b> (Certificate of Designation only)	The class or series of stock being designated within this filing: <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
<b>4. Information for amendment of class or series of stock:</b>	The original class or series of stock being amended within this filing: <div style="border: 1px solid black; height: 20px; width: 100%;"></div>
<b>5. Amendment of class or series of stock:</b>	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series <small>As of the date of this certificate no shares of the class or series of stock have been issued.</small> <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series <small>The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.</small>
<b>6. Resolution:</b> Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <div style="border: 1px solid black; height: 40px; width: 100%;"></div>
<b>7. Withdrawal:</b>	Designation being Withdrawn: <div style="border: 1px solid black; padding: 2px;">Series A Convertible Preferred Stock</div> Date of Designation: <div style="border: 1px solid black; padding: 2px;">02/26/2025</div> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <div style="border: 1px solid black; padding: 5px; margin-top: 5px;">See attached.</div>
<b>8. Signature:</b> (Required)	Signed by: <div style="border: 1px solid black; padding: 2px;"> </div> <input checked="" type="checkbox"/> <div style="border: 1px solid black; padding: 2px; display: inline-block;">957AA00F247C4A9</div> Signature of Officer Date: <div style="border: 1px solid black; padding: 2px;">6/5/2026</div>

\* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees.

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
DRAGONFLY ENERGY HOLDINGS CORP.**

**June 5, 2026**

The undersigned, constituting all of the members of the Board of Directors (the "Board") of Dragonfly Energy Holdings Corp., a Nevada corporation (the "Company"), acting by written consent as permitted by Section 78.315 of Chapter 78 of the Nevada Revised Statutes (the "NRS") and by Section 3.10 of the Bylaws of the Company, hereby consent to the adoption of the following resolutions and to the taking of any and all actions contemplated herein or hereby:

**WITHDRAWAL OF SERIES A CERTIFICATE OF DESIGNATION**

**WHEREAS**, by resolution of the Board of Directors of the Company and by a Certificate of Designation of the Powers, Preferences and Relative, Participating, Optional and Other Restrictions of Series A Convertible Preferred Stock of the Company (the "Certificate of Designation") filed with the Secretary of State of the State of Nevada on February 26, 2025, the Company authorized the issuance of a series of preferred stock designated Series A Convertible Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock") and established the rights, privileges, preferences, and restriction thereof; and

**WHEREAS**, as of the date hereof, no shares of such Series A Preferred Stock are outstanding and no shares of such Series A Preferred Stock will be issued subject to said Certificate of Designation.

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that the Board authorizes the withdrawal of the Certificate of Designation, filed with the Nevada Secretary of State on February 26, 2025; and be it further

**RESOLVED**, that the Authorized Officers (as defined below) or any one or more of them, are hereby authorized, in the name and on behalf of the Company, to submit the withdrawal of the Certificate of Designation with the Nevada Secretary of State certifying that the Certificate of Designation is hereby withdrawn.

**AMENDMENT TO ARTICLES OF INCORPORATION**

**WHEREAS**, Article II of the Company's Articles of Incorporation, as currently in effect, designates the General Counsel of the Company as the registered agent and provides that the Company's registered office in the State of Nevada is located at 1190 Trademark Drive #108, Reno, Nevada 89521; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Company to amend the Articles of Incorporation to change the Company's registered agent and the address of its registered office.

**NOW, THEREFORE, BE IT:**

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**RESOLVED**, that the Articles of Incorporation of the Company be, and hereby are, amended to designate Jamie K. Tract as the Company's registered agent, with a business address of 50 West Liberty Street, Suite 750, Reno, Nevada 89501, and to change the address of the Company's registered office to 12915 Old Virginia Road, Reno, Nevada 89521; and be it further

**RESOLVED**, that the Authorized Officers or any one or more of them, are hereby authorized, in the name and on behalf of the Company, to submit a Certificate of Amendment to the Articles of Incorporation with the Nevada Secretary of State, reflecting the change of the Company's registered agent and registered office address as set forth above; and be it further

#### **GENERAL**

**RESOLVED**, that each of the Chief Executive Officer, the Chief Financial Officer, the President, and the Secretary of the Company (each, an "Authorized Officer"), and such other persons as any of them may authorize to act on their behalf, be and each of them individually hereby is, authorized, empowered and directed in the name and on behalf of the Company to do or cause to be done all such other acts or things as they, or any of them, deem necessary, appropriate or desirable in order to make effective or implement the intent and purposes of the foregoing resolutions, including, without limitation, executing all such documents and instruments any such Authorized Officer deems necessary or appropriate in furtherance thereof; and it is further

**RESOLVED**, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed in the name and on behalf of the Company to pay of all fees and expenses, the preparation and filing of all instruments and documents required to comply with applicable laws and regulations or any applicable stock exchange requirements or rules, and the execution, attestation, delivery, recordation and/or filing of all other agreements, documents and instruments in furtherance thereof as such persons or any of them deem appropriate and to permit the transactions contemplated by the foregoing resolutions to be lawfully consummated, and any such agreements, instruments and documents so executed, attested, delivered, recorded or filed or acts or things done or caused to be done by any such person will be conclusive evidence of his or her authority in so executing or doing; and it is further

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to certify to and deliver a copy of any one or more of the foregoing resolutions to such persons, firms, corporations or other entities as such officer acting in the matter may deem necessary or advisable; and it is further

**RESOLVED**, that all acts heretofore taken by any Authorized Officer, and by any employee or agent of the Company who has been authorized by any of the Authorized Officers to act on their behalf, that would have been authorized by the foregoing resolutions but for the fact that such actions were taken prior to the date hereof be, and are hereby, authorized, approved, ratified and confirmed in all respects as the actions of the Company.

*[Signature page follows]*

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**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent as of the date first written above. This Unanimous Written Consent may be executed in any number of counterparts (including via facsimile and electronic image scan (pdf)), and each such counterpart shall be an original and all shall together constitute but one and the same Unanimous Written Consent.

Signed by:  
  
957AA00F247C4A9...  
Denis Phares

DocuSigned by:  
  
09D29A00E2E04DD...  
Luisa Ingargiola

Signed by:  
  
9287787679F445D...  
Brian Nelson

Signed by:  
  
64A9D000ADF344B...  
Perry Boyle