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): **August 14, 2026**

CXApp Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-39642	85-2104918
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Four Palo Alto Square, Suite 200 3000 El Camino Real Palo Alto, California, CA	94306
(Address of principal executive offices)	(Zip Code)

(650) 785-7171
(Registrant's telephone number, including area code)

Not Applicable
(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	CXAI	The Nasdaq Stock Market LLC
Warrants to purchase common stock	CXAIW	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 (§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 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K under the heading "Effect on Outstanding Warrants" is incorporated herein by reference. As described therein, the Reverse Stock Split will result in a proportionate adjustment to the exercise price and the number of shares of Common Stock issuable upon exercise of the Company's outstanding Public Warrants pursuant to the terms of the Warrant Agreement. Following the Reverse Stock Split, (i) the exercise price of each Public Warrant will increase from $11.50 to $575.00 per share and (ii) each Public Warrant will become exercisable for 1/50th (0.02) of a share of Common Stock. No fractional shares will be issued upon exercise of the Public Warrants; any fractional share will be rounded down to the nearest whole number of shares pursuant to Section 4.6 of the Warrant Agreement.

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

Amendment to Certificate of Incorporation

On August 14, 2026, CXApp Inc., a Delaware corporation (the "Company"), filed a Certificate of Amendment (the "Certificate of Amendment") to the Company's Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a one-for-fifty (1-for-50) reverse stock split of the Company's issued and outstanding shares of common stock, par value $0.0001 per share (the "Common Stock") (the "Reverse Stock Split"), with a delayed effective date and time of 12:01 a.m. Eastern Time on August 18, 2026. The Board of Directors (the "Board") of the Company approved the Reverse Stock Split and the filing of the Certificate of Amendment.

At the effective time of the Reverse Stock Split, every fifty (50) shares of the Company's issued and outstanding Common Stock will be automatically combined into one (1) share of Common Stock. No fractional shares will be issued as a result of the Reverse Stock Split; any fractional share of Common Stock that would otherwise result will be rounded up to the nearest whole share. The Reverse Stock Split will not change the par value of the Common Stock, which will remain $0.0001 per share, and will not change the total number of authorized shares of Common Stock.

The Reverse Stock Split was authorized by the Company's stockholders at the annual meeting of stockholders held on June 16, 2026 (the "Annual Meeting"). At the Annual Meeting, stockholders approved Proposal 4, which granted the Board the authority to effect a reverse stock split of the outstanding shares of Common Stock at a ratio within the range of one-for-five (1-for-5) to one-for-one hundred (1-for-100), inclusive, with the exact ratio to be determined by the Board in its sole discretion. The Board determined that a ratio of one-for-fifty (1-for-50) is in the best interests of the Company and its stockholders.

The primary purpose of the Reverse Stock Split is to increase the per-share trading price of the Common Stock in order to regain and maintain compliance with the minimum bid price requirement for continued listing on The Nasdaq Capital Market set forth in Nasdaq Listing Rule 5550(a)(2), which requires that the closing bid price of the Common Stock be at least $1.00 per share.

Following the effectiveness of the Reverse Stock Split, the Common Stock will continue to trade on The Nasdaq Capital Market under the existing ticker symbol "CXAI" with a new CUSIP number, 23248B 307.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Effect on Outstanding Warrants

The Company has outstanding warrants to purchase shares of Common Stock (the "Public Warrants"), which trade on The Nasdaq Stock Market LLC under the symbol "CXAIW," issued pursuant to that certain Warrant Agreement, dated as of December 14, 2020 (the "Warrant Agreement"), by and between the Company (as successor to KINS Technology Group Inc.) and Continental Stock Transfer & Trust Company, as warrant agent.

Pursuant to Section 4.2 of the Warrant Agreement, the Reverse Stock Split will result in a proportionate decrease in the number of shares of Common Stock issuable upon exercise of each Public Warrant, and, pursuant to Section 4.3.1 of the Warrant Agreement, a corresponding proportionate increase in the exercise price of each Public Warrant. As a result of the Reverse Stock Split, (i) the exercise price per share of Common Stock issuable upon exercise of the Public Warrants will increase from $11.50 to $575.00, and (ii) each Public Warrant will become exercisable for 1/50th (0.02) of a share of Common Stock, in each case, subject to the terms of the Warrant Agreement.

No fractional shares will be issued upon exercise of the Public Warrants. Pursuant to Section 4.6 of the Warrant Agreement, if a holder would otherwise be entitled to receive a fractional share upon exercise, the number of shares issuable will be rounded down to the nearest whole share — in contrast to the treatment of fractional shares of Common Stock resulting from the Reverse Stock Split described above, which will be rounded up to the nearest whole share.

Following the effectiveness of the Reverse Stock Split, the Public Warrants are expected to continue to trade on The Nasdaq Stock Market LLC under the existing symbol "CXAIW" under the existing CUSIP number, as determined by the Company's warrant agent and CUSIP Global Services.

In accordance with Section 4.5 of the Warrant Agreement, the Company has directed the warrant agent to provide written notice of the foregoing adjustments to the registered holders of the Public Warrants. A copy of the notice to warrant holders is filed as Exhibit 99.2 to this Current Report on Form 8-K.

Item 8.01 Other Events.

On August 14, 2026, the Company issued a press release announcing the Reverse Stock Split described in Item 5.03 above. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of CXApp Inc., effective August 14, 2026
99.1	Press Release, dated August 14, 2026
99.2	Notice to Warrant Holders, dated August 14, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

	CXAPP INC.	
Date: August 14, 2026	By:	/s/ Khurram P. Sheikh
	Name:	Khurram P. Sheikh
	Title:	Chairman and Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CXAPP INC.

CXApp Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is CXApp Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 20, 2020.

THIRD: Article IV of the Certificate of Incorporation of the Corporation is hereby amended to add the following new paragraph at the end thereof:

"Effective as of 12:01 a.m. Eastern Time on August 18, 2026 (the "Effective Time"), every fifty (50) shares of the Corporation's Common Stock, par value $0.0001 per share, issued and outstanding immediately prior to the Effective Time shall be automatically combined and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock, without any action on the part of the holders thereof (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split. Any fractional share of Common Stock that would otherwise result from the Reverse Stock Split shall be rounded up to the nearest whole share. The par value of the Common Stock following the Reverse Stock Split shall remain $0.0001 per share. The total number of shares of all classes of capital stock that the Corporation is authorized to issue shall not be affected by the Reverse Stock Split and shall remain as set forth elsewhere in this Certificate of Incorporation."

FOURTH: This Certificate of Amendment was duly adopted in accordance with Section 141(f) and Section 242 of the General Corporation Law of the State of Delaware. The Board of Directors of the Corporation duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directing that the amendment be submitted to the stockholders of the Corporation for their approval. The stockholders of the Corporation duly approved this amendment at the annual meeting of stockholders held on June 16, 2026.

FIFTH: This Certificate of Amendment shall become effective at 12:01 a.m. Eastern Time on August 18, 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer on this 14th day of August 2026.

CXAPP INC.

By: /s/ Khurram P. Sheikh
Name: Khurram P. Sheikh
Title: Chairman and Chief Executive Officer

Exhibit 99.1

CXApp Inc. Announces Reverse Stock Split

Common stock expected to begin trading on a split-adjusted basis on August 18, 2026

PALO ALTO, CA / August 14, 2026 / CXApp Inc. (Nasdaq: CXAI) (“CXAI” or the “Company”), an enterprise AI software company, today announced that its Board of Directors has approved a 1-for-50 reverse stock split of the Company’s issued and outstanding common stock.

The reverse stock split is expected to become effective at 12:01 a.m. Eastern Time on **August 18, 2026**. The Company’s common stock is expected to begin trading on a split-adjusted basis when the Nasdaq Capital Market opens on August 18, 2026, under the existing trading symbol “CXAI” and a new CUSIP number, 23248B 307.

The principal objective of the reverse stock split is to increase the per-share market price of CXAI’s common stock and support the Company’s efforts to regain compliance with Nasdaq’s minimum bid-price requirement.

CXAI’s stockholders authorized the Board, at its discretion, to approve a reverse stock split at a ratio between 1-for-5 and 1-for-100 at the Company’s Annual Meeting of Stockholders held on June 16, 2026. The Board subsequently approved the definitive ratio of 1-for-50.

“CXAI has evolved into a significantly broader enterprise AI company, with an expanded recurring-revenue base, greater customer reach and a growing platform for deploying AI-powered solutions across enterprise and mid-market organizations,” said **Khurram Sheikh, Chairman and Chief Executive Officer of CXAI**. “The reverse stock split is an important step toward protecting our Nasdaq listing and establishing a more durable capital structure as we focus on integration, disciplined execution and long-term shareholder value.”

Reverse Stock Split Mechanics

At the effective time, every 50 shares of CXAI common stock issued and outstanding will automatically be combined into one share of common stock.

Based on approximately 116,870,315 shares outstanding immediately before the reverse stock split, approximately 2,337,407 shares are expected to be outstanding immediately following the reverse stock split, subject to the treatment of fractional shares.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage ownership interest in the Company, except to the extent resulting from the treatment of fractional shares.

The reverse stock split will not change the par value of the Company's common stock, which will remain $0.0001 per share.

Proportionate adjustments will be made, in accordance with their applicable terms, to:

- Outstanding stock options and other equity awards;
- Shares available for issuance under the Company's equity-incentive plans;
- Outstanding warrants and other rights to acquire common stock;
- The number of shares issuable under such securities; and
- Applicable exercise or conversion prices.

Effect on Outstanding Warrants

The Company has outstanding warrants to purchase shares of Common Stock (the "Public Warrants"), which trade on The Nasdaq Stock Market LLC under the symbol "CXAIW." As a result of the Reverse Stock Split, in accordance with the terms of the Warrant Agreement, dated as of December 14, 2020, (i) the exercise price per share of Common Stock issuable upon exercise of the Public Warrants will increase from $11.50 to $575.00, and (ii) each Public Warrant will become exercisable for 1/50th of a share of Common Stock. No fractional shares will be issued upon exercise of the Public Warrants; fractional shares will be rounded down to the nearest whole share in accordance with the Warrant Agreement. The Company has directed its warrant agent to deliver written notice of these adjustments to the registered holders of the Public Warrants.

Treatment of Fractional Shares

Round-up

No fractional shares will be issued in connection with the reverse stock split. A stockholder who would otherwise be entitled to receive a fractional share will have that fractional interest rounded up to the next whole share, subject to the terms approved by the Board and applicable law.

Information for Stockholders

Stockholders holding shares electronically in book-entry form or through a bank, broker or other nominee are not expected to take any action to receive their post-split shares. Their accounts will be adjusted automatically to reflect the reverse stock split, subject to the processes of their respective banks, brokers or nominees.

Registered stockholders holding physical stock certificates will receive instructions from the Company's transfer agent, Continental Stock Transfer & Trust Company, regarding the exchange of their certificates. Stockholders should not send certificates to the Company or the transfer agent until they receive specific instructions.

Additional information regarding the reverse stock split will be included in a Current Report on Form 8-K to be filed by the Company with the U.S. Securities and Exchange Commission.

About CXAI

CXAI is an enterprise agentic AI platform company focused on helping organizations improve productivity, automate workflows and enhance business performance through artificial intelligence.

The Company's platform combines operational intelligence, analytics, workplace technologies and intelligent automation to deliver measurable business outcomes across enterprise and mid-market organizations.

CXAI serves customers across technology, financial services, healthcare, media and other industries while expanding its AI capabilities through both organic growth and strategic acquisitions.

www.cxapp.com

CXApp Inc.: marketing@cxapp.com

Forward-Looking Statements

This press release includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The expectations, estimates, and projections of the Company may differ from its actual results and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as "expect," "estimate," "project," "budget," "forecast," "anticipate," "intend," "plan," "may," "will," "could," "should," "believes," "predicts," "potential," "continue," or the negative or other variations thereof and similar expressions are intended to identify such forward looking statements. These forward-looking statements include, without limitation, expectations with respect to future performance of the Company, including projected financial information (which is not audited or reviewed by the Company's auditors), and the future plans, operations and opportunities for the Company and other statements that are not historical facts. These statements are based on the current expectations of the Company's management and are not predictions of actual performance. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Factors that may cause such differences include, but are not limited to: the demand for the Company's services together with the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors or changes in the business environment in which the Company operates; changes in consumer preferences or the market for the Company's services; changes in applicable laws or regulations; the availability or competition for opportunities for expansion of the Company's business; difficulties of managing growth profitably; the loss of one or more members of the Company's management team; loss of a major customer and other risks and uncertainties included from time to time in the Company's reports (including all amendments to those reports) filed with the Securities and Exchange Commission. The Company cautions that the foregoing list of factors is not exclusive. You should not place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based, except as required by law. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this communication.

SOURCE: CXApp Inc.

Topic: Regulatory

Exhibit 99.2

CXAPP INC.

(formerly known as KINS Technology Group Inc.)

August 14, 2026

Notice to Warrant Holders

Dear Warrant Holder:

This notice is delivered pursuant to Section 4.5 of that certain Warrant Agreement, dated as of December 14, 2020 (the "Warrant Agreement"), by and between KINS Technology Group Inc. (n/k/a CXApp Inc., the "Company") and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent"). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Warrant Agreement.

The Company hereby notifies you that, on August 14, 2026, the Company filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company's issued and outstanding shares of Common Stock at a ratio of 1-for-50 (the "Reverse Stock Split"). The Reverse Stock Split will become effective at 12:01 a.m. Eastern Time on August 18, 2026 (the "Effective Date").

The Reverse Stock Split was previously approved by the stockholders of the Company at the annual meeting of stockholders held on June 16, 2026.

Prior to the Effective Date, each whole Warrant entitles the holder thereof to purchase one (1) fully paid and non-assessable share of Common Stock at a Warrant Price of $11.50 per share (subject to adjustment as provided in the Warrant Agreement).

In accordance with Sections 4.2 and 4.3 of the Warrant Agreement, as a result of the Reverse Stock Split, the following adjustments shall be made to the Warrants, effective as of the Effective Date:

- **Number of Shares Issuable Upon Exercise.** The number of shares of Common Stock issuable upon the exercise of each whole Warrant shall be decreased in proportion to the decrease of the number of issued and outstanding shares of Common Stock resulting from the Reverse Stock Split. Accordingly, each whole Warrant shall be exercisable for one-fiftieth (1/50) of a share of Common Stock.

- **Warrant Price.** The Warrant Price shall be adjusted by multiplying the Warrant Price in effect immediately prior to the Effective Date ($11.50) by a fraction, (x) the numerator of which is the number of shares of Common Stock purchasable upon the exercise of the Warrants immediately prior to such adjustment (one (1)), and (y) the denominator of which is the number of shares of Common Stock so purchasable immediately thereafter (one-fiftieth (1/50)), resulting in an adjusted Warrant Price of $575.00 per share.

Pursuant to Section 4.6 of the Warrant Agreement, no fractional shares of Common Stock shall be issued upon exercise of the Warrants. If, by reason of the foregoing adjustment, a holder would be entitled, upon the exercise of such Warrant, to receive a fractional interest in a share, the Company shall, upon such exercise, round down to the nearest whole number the number of shares of Common Stock to be issued to the holder.

This notice is being delivered in accordance with Sections 4.5 and 9.2 of the Warrant Agreement.

If you should have any questions, please do not hesitate to contact Khurram Sheikh, Chairman and Chief Executive Officer of the Company, at Four Palo Alto Square, Suite 200, 3000 El Camino Real, Palo Alto, California 94306.

Very truly yours,

CXAPP INC.

By: ____
Name: Khurram P. Sheikh
Title: Chairman and Chief Executive Officer