

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): July 6, 2026 (June 30, 2026)

CXApp Inc.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-39642 (Commission File Number)	85-2104918 (I.R.S. Employer Identification No.)
Four Palo Alto Square, Suite 200 3000 El Camino Real California, CA (Address of principal executive offices)		94306 (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. ☐

Introductory Note

As previously reported on the Company's Current Report on Form 8-K filed on June 3, 2026, CXApp Inc. ("**CXAI**" or the "**Company**"), through its wholly owned subsidiary, CXAI Australia Pty Ltd ("**CXAI Australia**"), completed the acquisition (the "**Acquisition**") of 100% of the issued and outstanding equity interests of Virtus Digital Marketing Pty Ltd dba Engine Room Applications ("**EngineRoom**") on June 3, 2026, pursuant to that certain Share Sale Deed (the "**Agreement**"), dated as of June 3, 2026, by and among the Company, CXAI Australia and EngineRoom. This Current Report on Form 8-K is being filed to report certain matters arising in connection with the Acquisition.

Item 4.01 Changes in Registrant's Certifying Accountant.

On June 30, 2026, the Audit Committee (the "**Committee**") of the Board of Directors of the Company dismissed WithumSmith+Brown, PC ("**Withum**") as the Company's independent registered public accounting firm. The Committee approved the dismissal. Also on June 30, 2026, the Committee appointed KNAV CPA LLP ("**KNAV**") as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2026.

The audit reports of Withum on the Company's consolidated financial statements for the fiscal years ended December 31, 2025 and 2024 did not contain any adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the Company's fiscal years ended December 31, 2025 and 2024 and the subsequent interim period through the date of Withum's dismissal, there were no "disagreements," as described in Item 304(a)(1)(iv) of Regulation S-K, with Withum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to Withum's satisfaction, would have caused Withum to make reference to the subject matter of the disagreement in its reports on the company's financial statements.

During the Company's fiscal years ended December 31, 2025 and 2024 and the subsequent interim period through the date of Withum's dismissal, there were no "reportable events," as defined in Item 304(a)(1)(v) of Regulation S-K, except that, as disclosed in the Company's Form 10-K for the year ended December 31, 2024, management identified material weaknesses in internal control over financial reporting relating to (i) income tax accruals, (ii) period-end expense accruals, and (iii) the identification and fair value accounting for embedded derivatives. These material weaknesses rendered internal control over financial reporting not effective as of December 31, 2024 and resulted in the restatement of the Company's unaudited interim financial statements for the quarters ended June 30, 2024 and September 30, 2024. As disclosed in the Company's Form 10-K for the year ended December 31, 2025, these material weaknesses were fully remediated as of December 31, 2025.

The Committee discussed such reportable events with Withum and the Company has authorized Withum to respond fully to the inquiries of KNAV concerning such reportable events.

The Company provided Withum with a copy of this current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "**SEC**") and requested that Withum furnish the Company with a letter addressed to the SEC stating whether it agrees with the above statements and, if not, stating the respects in which it does not agree. A copy of Withum's letter, dated as of July 6, 2026, is filed as Exhibit 16.1 to this Current Report on Form 8-K and is incorporated herein by reference.

During the Company's two most recent fiscal years ended December 31, 2025 and 2024 and the subsequent interim period through the date of Withum's dismissal, neither the Company nor anyone acting on its behalf consulted with KNAV regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that KNAV concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" (as described in Item 304(a)(1)(iv) of Regulation S-K) or a "reportable event" (as defined in Item 304(a)(1)(v) of Regulation S-K).

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Chief Financial Officer

In connection with the Acquisition, Joy L. Mbanugo, the former Chief Financial Officer, was separated from the Company effective June 29th, 2026. Ms. Mbanugo's separation was not the result of any disagreement with the Company, its management or its Board of Directors on any matter relating to its operations, policies or practices. Ms. Mbanugo's separation from employment will be treated per her employment agreement with the Company dated July 18, 2024.

Appointment of Interim Chief Financial Officer

On July 1st, 2026, the Board of Directors of CXApp appointed Melissa G. Podruzny to serve as the Interim Chief Financial Officer of the Company, succeeding Ms. Mbanugo who previously served as the Chief Financial Officer. The appointment is for an initial three-month transition period, commencing July 1st, 2026, in connection with the Company's acquisition and integration of EngineRoom and the ongoing optimization of the Company's finance organization. Ms. Podruzny will be reporting to the Chief Executive Officer and subject to the oversight of the Audit Committee of the Board of Directors.

Ms. Podruzny, 41, has served as Head of Finance of EngineRoom since January 2024, having joined the company as Finance Manager in May 2023. From January 2024 to December 2025, she concurrently served as Fractional Controller of E-LAB Consulting. Ms. Podruzny is also a co-owner of Refracted Aspect Collective, a consultancy through which she provides financial and operational services. Before joining EngineRoom, Ms. Podruzny served as Finance Manager and Business Intelligence Analyst at Omnii Pty Ltd from February 2020 to May 2023. Ms. Podruzny holds a Certificate IV in Accounting and Bookkeeping, along with professional certifications in finance and operations.

In connection with the appointment of Ms. Podruzny as the Company's Interim Chief Financial Officer, the Company entered into a letter agreement with Ms. Podruzny (the "**Appointment Letter**"). Pursuant to the Appointment Letter, Ms. Podruzny will continue to receive her existing annual base salary of CAD \$141,180. In recognition of the additional responsibilities associated with serving as Interim Chief Financial Officer, Ms. Podruzny will also receive (i) an interim assignment premium of an additional CAD \$30,000, payable over the three-month interim period through the Company's normal payroll practices, and (ii) a transition completion bonus of CAD \$20,000, payable upon successful completion of the interim period, subject to the achievement of certain performance objectives and the approval of the Chief Executive Officer and the Compensation Committee.

Pursuant to the Appointment Letter, Ms. Podruzny will also receive a non-qualified stock option grant covering 50,000 shares of the Company's common stock (the "**Stock Options**"). The Stock Options (i) will be subject to the terms and conditions of the Company's 2023 Equity Incentive Plan and an applicable stock option agreement, (ii) are subject to the approval of the Company's Board of Directors, (iii) will have an exercise price equal to the fair market value of the Company's common stock on the grant date, and (iv) will vest over twenty-four months, subject to a one-year cliff, with 25,000 options becoming vested on the first anniversary of the grant date and the remaining 25,000 options vesting in equal monthly installments over the following twelve months, in each case subject to Ms. Podruzny's continued employment with the Company.

The Appointment Letter provides for a term that is at-will, with the initial three-month period subject to extension by mutual agreement or earlier termination by the Company. The Company may extend the appointment should business needs require continued interim financial leadership. The Appointment Letter also provides that Ms. Podruzny will continue to comply with the Company's confidentiality policies, insider trading policies, codes of business conduct, and applicable federal securities laws governing officers of a publicly traded company.

The foregoing is a summary of the Appointment Letter and is not intended to be a complete description. It is qualified in its entirety by reference to the full text of the Appointment Letter, which is filed as Exhibit 10.1 hereto, as well as the 2023 Equity Incentive Plan and the related form of award agreements, previously filed as exhibits to the Company's reports with the Securities and Exchange Commission and incorporated herein by reference in their entirety.

There is no arrangement or understanding between Ms. Podruzny and any other person pursuant to which Ms. Podruzny was appointed as Chief Financial Officer. There are also no family relationships between Ms. Podruzny and any director or executive officer of the Company. In addition, Ms. Podruzny has no direct or indirect material interest in any "related person" transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Appointment Letter, dated as of July 1, 2026 by and between CXApp Inc. and Melissa G. Podruzny.
16.1	Letter from WithumSmith+Brown, PC to the Securities and Exchange Commission dated July 6, 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: July 6, 2026

By: /s/ Khurram P. Sheikh

Name: Khurram P. Sheikh

Title: Chairman and Chief Executive Officer

CXAI

Interim Chief Financial Officer Appointment Letter & Statement of Responsibilities

Employee: Melissa Podruzny

Title: Interim Chief Financial Officer

Effective Date: July 1st, 2026

Reporting To: Chief Executive Officer

Board Oversight: Audit Committee of the Board of Directors

Purpose

In connection with the Company's acquisition and integration of EngineRoom and the ongoing optimization of the finance organization, Melissa Podruzny is hereby appointed as **Interim Chief Financial Officer** of CXApp Inc. ("Company") for an initial three-month transition period.

The purpose of this appointment is to provide executive financial leadership, ensure continuity of financial operations, maintain compliance with SEC and Nasdaq reporting obligations, oversee post-acquisition financial integration activities, and support the Company's broader strategic and operational objectives.

Melissa will serve as the Company's principal financial executive during the Interim Period and will work closely with executive management, the Audit Committee, external auditors, legal counsel, and the Company's outsourced accounting partners.

Scope of Responsibilities

Executive Financial Leadership

Serve as the Company's Interim Chief Financial Officer and principal financial advisor to the Chief Executive Officer and Board.

Responsibilities include:

- Overall leadership of the Company's finance organization.
 - Financial planning, forecasting and budgeting.
 - Cash management and liquidity oversight.
 - Treasury oversight.
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- Financial analysis supporting strategic decision-making.
 - Financial governance and internal controls.
 - Oversight of accounting operations and financial reporting.
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SEC Reporting & Public Company Compliance

Lead and oversee all public company financial reporting activities, including:

- Form 10-Q filings.
 - Form 10-K preparation.
 - Form 8-K financial disclosures.
 - Proxy statement financial disclosures.
 - Earnings releases and related financial schedules.
 - Review of investor presentation financial information.
 - Compliance with SEC and Nasdaq financial reporting requirements.
 - Coordination with outside securities counsel and financial advisors.
 - Maintenance of disclosure controls and financial reporting procedures.
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EngineRoom Transaction Integration

Provide financial leadership relating to the successful integration of EngineRoom, including:

- Purchase accounting under U.S. GAAP.
 - Acquisition accounting and opening balance sheet review.
 - Financial reporting integration.
 - Integration of accounting policies and procedures.
 - Coordination with valuation specialists and accounting advisors.
 - Preparation of any required pro forma financial information.
 - Support of all SEC reporting related to the acquisition.
 - Financial integration planning and execution.
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Audit & External Advisor Coordination

Serve as the Company's primary finance contact for:

- Independent registered public accounting firm.
 - Quarterly review procedures.
 - Annual audit planning.
 - PCAOB compliance.
 - Technical accounting matters.
 - Audit Committee communications.
 - Coordination with outsourced accounting providers, including CohnReznick and other external finance consultants, as applicable.
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Finance Organization

Lead the continued evolution of the Company's finance function by:

- Supporting implementation of the Company's optimized finance operating model.
 - Managing finance personnel and consultants.
 - Improving reporting processes and financial controls.
 - Enhancing operational efficiency.
 - Supporting organizational transition activities.
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Financial Planning & Corporate Finance

Provide executive leadership relating to:

- Annual operating plan.
 - Monthly forecasting.
 - Working capital management.
 - Cash flow forecasting.
 - KPI reporting.
 - Board financial packages.
 - Strategic financial modeling.
 - Corporate development initiatives.
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Board & Investor Support

Support executive leadership through:

- Audit Committee meetings.
 - Board presentations.
 - Earnings call preparation.
 - Investor diligence requests.
 - Financial messaging review.
 - Strategic finance presentations.
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Key Deliverables

During the Interim Period, Melissa will be expected to:

- Ensure all SEC filings are completed accurately and on schedule.
 - Successfully oversee the financial integration of EngineRoom.
 - Coordinate quarterly review and audit activities.
 - Maintain strong financial reporting controls.
 - Deliver timely monthly financial reporting to executive management and the Board.
 - Support implementation of the Company's finance optimization initiatives.
 - Maintain effective relationships with external auditors, advisors, and the Audit Committee.
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Compensation

Melissa will continue to receive her existing annual base salary of **CAN \$141,180**.

In recognition of the additional responsibilities associated with serving as Interim Chief Financial Officer, the Company will provide the following additional compensation:

Interim Assignment Premium

Melissa shall receive an additional **CAN \$30,000**, payable over the three-month Interim Period through the Company's normal payroll practices.

Transition Completion Bonus

Melissa shall be eligible to receive a **CAN \$20,000 Transition Completion Bonus**, payable upon successful completion of the Interim Period, subject to approval by the Chief Executive Officer and the Compensation Committee.

The bonus will be based on the successful achievement of the following objectives:

- Completion of the EngineRoom financial integration.
- Timely preparation and filing of all required SEC reports during the Interim Period.
- Successful completion of quarterly review and audit procedures.
- Maintenance of appropriate financial reporting controls.
- Successful stabilization and transition of the Company's finance organization.

The Compensation Committee may approve payment of the bonus in full or in part based on the overall achievement of these objectives.

Equity Award

Subject to approval by the Board of Directors and the Company's Equity Incentive Plan, Melissa shall receive a non-qualified stock option grant covering **50,000 shares** of the Company's common stock.

The option grant shall:

- Have an exercise price equal to the fair market value of the Company's common stock on the grant date.
- Vest over **twenty-four (24) months**.
- Be subject to a **one-year cliff**, with:
 - **25,000 options vesting on the first anniversary** of the grant date.
 - The remaining **25,000 options vesting in equal monthly installments** over the following twelve months.
- Remain subject to Melissa's continued employment with the Company and the terms of the Company's Equity Incentive Plan and applicable Stock Option Agreement.

Term

This appointment shall commence on **July 1st, 2026**, and continue for an initial period of **three (3) months**, unless extended by mutual agreement or terminated earlier by the Company.

The Company may extend the appointment should business needs require continued interim financial leadership.

Nothing contained in this appointment alters the at-will nature of Melissa's employment.

Confidentiality

Melissa shall continue to comply with all Company confidentiality policies, insider trading policies, codes of business conduct, and applicable federal securities laws governing officers of a publicly traded company.

Performance Objectives

The Interim Chief Financial Officer's performance will be evaluated based upon:

- Timely and accurate SEC reporting.
 - Successful EngineRoom financial integration.
 - Successful completion of quarterly review and audit activities.
 - Effective financial leadership.
 - Improvement of finance processes and operational efficiency.
 - Strong governance and internal controls.
 - Effective support of the Board of Directors and Audit Committee.
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Acceptance

Accepted and agreed as of the Effective Date below.

Melissa Podruzny

Signature: /s/ **Melissa Podruzny**

Date: July 1, 2026

Khurram Sheikh

Chairman & Chief Executive Officer
CXApp Inc.

Signature: /s/ **Khurram Sheikh**

Date: July 1, 2026



July 6, 2026

Office of the Chief Accountant
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Ladies and Gentlemen:

We have read the statements included under Item 4.01 of the Form 8-K dated July 6, 2026 to be filed by our former client CXApp, Inc. We agree with the statements under Item 4.01 insofar as they relate to our Firm. We are not in a position to agree or disagree with other statements contained therein.

Very truly yours,

A handwritten signature in blue ink that reads "WithumSmith+Brown, PC".

WithumSmith+Brown, PC
San Francisco, California

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