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): September 3, 2026 (September 2, 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)*	*(IRS Employer Identification No.)*

Four Palo Alto Square, Suite 200
3000 El Camino Real
Palo Alto, California 94306
(Address of principal executive offices, including 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 (§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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 11, 2025, CXApp Inc. (the "Company") received written notification from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") indicating that the Company's Class A Common Stock had failed to maintain a minimum closing bid price of $1.00 per share over the prior 30 consecutive business days, as required by Nasdaq Listing Rule 5550(a)(2). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company was provided an initial compliance period of 180 calendar days, or until March 10, 2026, to regain compliance with the minimum bid price requirement.

On March 11, 2026, Nasdaq granted the Company an additional 180 calendar days, or until September 7, 2026, to regain compliance with Listing Rule 5550(a)(2).

On August 18, 2026, the Company effected a 1-for-50 reverse stock split of its outstanding shares of Class A Common Stock, which became effective at 12:01 a.m. Eastern Time on that date.

By letter dated September 2, 2026, the Listing Qualifications Department of Nasdaq notified the Company that for the 10 consecutive business days from August 19, 2026 through September 1, 2026, the closing bid price of the Company's Class A Common Stock had been at $1.00 per share or greater. Accordingly, the Company has regained compliance with Nasdaq Listing Rule 5550(a)(2), and Nasdaq has confirmed that this matter is now closed.

A copy of the compliance letter from Nasdaq dated September 2, 2026 is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On September 3, 2026, the Company issued a press release disclosing the Company has regained compliance with Nasdaq Listing Rule 5550(a)(2), which is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information contained in this Item 7.01, including Exhibit 99.2 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information contained in this Item 7.01, including Exhibit 99.2 attached hereto, shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC to CXApp Inc., dated September 2, 2026, confirming regained compliance with Nasdaq Listing Rule 5550(a)(2).
99.2	Press release issued by CXApp Inc. on September 3, 2026, announcing the Company's regained compliance with Nasdaq Listing Rule 5550(a)(2) (furnished herewith).
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: September 3, 2026	By:	/s/ Khurram P. Sheikh
	Name:	Khurram P. Sheikh
	Title:	Chairman and Chief Executive Officer

Nasdaq Listing Qualifications

Nasdaq

Sent via Electronic Delivery to: *khurram@cxapp.com*

September 2, 2026

Mr. Khurram Sheikh
Chief Executive Officer
CXApp Inc.

Re: CXApp Inc. (the "Company")
Nasdaq Symbol: CXAI

Dear Mr. Sheikh:

On September 11, 2025, Staff notified the Company that its Class A Common Stock failed to maintain a minimum bid price of $1.00 over the previous 30 consecutive business days as required by the Listing Rules of The Nasdaq Stock Market. Since then, Staff has determined that for the last 10 consecutive business days, from August 19, 2026 to September 1, 2026, the closing bid price of the Company's Class A Common Stock has been at $1.00 per share or greater. Accordingly, the Company has regained compliance with Listing Rule 5550(a)(2), and this matter is now closed.[1]

If you have any questions, please contact Ellen Ignacio at +1 (202) 441 5613.

Thank you,
Nasdaq Listing Qualifications

1 Staff notes that Listing Rule 5810(c)(3)(A)(iv) states in part, "if a Company's security fails to meet the continued listing requirement for minimum bid price and the Company has effected a reverse stock split over the prior one-year period; or has effected one or more reverse stock splits over the prior two-year period with a cumulative ratio of 250 shares or more to one, then the Company shall not be eligible for any compliance period specified in this Rule 5810(c)(3)(A) and the Listing Qualifications Department shall issue a Staff Delisting Determination under Rule 5810 with respect to that security."

Exhibit 99.2

CXAI Regains Compliance with Nasdaq Minimum Bid Price Requirement

Nasdaq Confirms Minimum Bid Price Matter Closed as CXAI Focuses on Execution of CXAI 2.0 Growth Strategy

PALO ALTO, CA / September 3, 2026 / CXApp Inc. (NASDAQ: CXAI) ("CXAI" or the "Company"), an enterprise AI company focused on transforming how people, places and businesses operate, today announced that it has received formal notification from The Nasdaq Stock Market LLC ("Nasdaq") confirming that the Company has regained compliance with Nasdaq Listing Rule 5550(a)(2), the minimum bid price requirement for continued listing on The Nasdaq Capital Market.

Nasdaq determined that the closing bid price of CXAI's Class A common stock was at or above $1.00 per share for 10 consecutive business days, from August 19, 2026 through September 1, 2026. Accordingly, Nasdaq has confirmed that the Company has regained compliance with the minimum bid price requirement and that the matter is now closed.

"This is an important milestone for CXAI and removes an uncertainty that has been overhanging our company," said **Khurram Sheikh, Chairman and Chief Executive Officer of CXAI**. "With this matter now formally closed, our focus is squarely on execution and building long-term shareholder value."

Sheikh continued, "We have entered an important new phase for CXAI. Following the expansion of our platform and the addition of EngineRoom, we are advancing **CXAI 2.0** — bringing together enterprise AI, Agentic AI capabilities, operational intelligence and an expanded mid-market distribution engine. We believe we now have a stronger foundation from which to accelerate product innovation, expand our customer reach and drive greater operating leverage."

Focused on the Next Phase of CXAI

CXAI's strategy is centered on expanding its AI platform across three interconnected dimensions:

Place — applying AI and real-time intelligence to understand and optimize the environments where people work.

Person — using Agentic AI to help individuals and teams turn enterprise context into prioritized actions and measurable outcomes.

Business — connecting operational, customer and commercial data to intelligence designed to improve business decisions and drive growth.

The Company believes its expanded platform, customer relationships and distribution capabilities position CXAI to pursue growth across both enterprise and mid-market customers while continuing to focus on operational efficiency and a path toward profitable growth.

"Nasdaq compliance is an important milestone, but it is not the destination," Sheikh added. "Our objective is to translate the foundation we have built into products, customers, revenue growth and operating leverage. That is where our attention is now focused."

About CXApp Inc.

CXApp Inc. 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