

**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) **October 20, 2025**

Sonim Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38907
(Commission
File Number)

94-3336783
(IRS Employer
Identification No.)

**4445 Eastgate Mall, Suite 200,
San Diego, CA 92121**
(Address of principal executive offices, including Zip Code)

(650) 378-8100
(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:

<u>Title of each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	SONM	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 (§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.

As disclosed in the Current Report of Sonim Technologies, Inc. (the "Company" or "Sonim") filed with the Securities and Exchange Commission (the "SEC") on October 20, 2025, at the 2025 special meeting of stockholders of the Company held on October 16, 2025 (the "Special Meeting"), the Company's stockholders, upon the recommendation of the Company's board of directors (the "Board"), approved an amendment to the Company's amended and restated certificate of incorporation, as amended (the "Certificate of Incorporation") to effect a reverse split stock of the Company's outstanding common stock ("Common Stock") at a ratio of not less than 1-for-2 and not greater than 1-for-30, with the exact ratio to be set within that range at the discretion of the Board and with such action to be effected at such time and date, if at all, as determined by the Board prior to the one-year anniversary of the Special Meeting without further approval or authorization of the Company's stockholders.

The Board approved the reverse stock split of the Common Stock (the "Reverse Stock Split") at a final ratio of 1-for-18 (one-for-eighteen).

On October 20, 2025, the Company filed a certificate of amendment to the Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. The Certificate of Amendment will become effective at 12:01 a.m. Eastern Time on October 27, 2025, at which time every eighteen (18) shares of Common Stock will be automatically combined into one (1) issued and outstanding share of Common Stock, without any change in par value per share. No fractional shares will be issued if, as a result of the Reverse Stock Split, a stockholder would otherwise become entitled to a fractional share because the number of shares of Common Stock they hold before the Reverse Stock Split is not evenly divisible by the Reverse Stock Split ratio. If, as a result of the Reverse Stock Split, a stockholder of record would otherwise hold a fractional share, such stockholder of record will be entitled to receive a cash payment in lieu of such fractional share equal to the fraction of which such stockholder of record would otherwise be entitled multiplied by the closing price per share of common stock as reported by the Nasdaq Capital Market (as adjusted to give effect to the Reverse Stock Split) on the date the certificate of amendment to the amended and restated certificate of incorporation to effect the Reverse Stock Split is filed with the Secretary of State of the State of Delaware, October 20, 2025.

The Common Stock is expected to commence trading on a split-adjusted basis when the markets open on October 27, 2025, under the existing trading symbol "SONM." The new CUSIP number for the Common Stock following the Reverse Stock Split will be 83548F 408.

The foregoing description of the Certificate of Amendment does not purport to be complete and 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.

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

The information contained above under Item 3.03 to the extent applicable is hereby incorporated by reference herein.

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Item 9.01 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective October 27, 2025 (Reverse Stock Split)
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, the trading of the Common Stock on a split-adjusted basis. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "future," "believe," "expect," "may," "will," "intend," "estimate," "continue," or similar expressions or the negative of those terms or expressions. Such statements involve risks and uncertainties, which could cause actual results to vary materially from those expressed in or indicated by the forward-looking statements. Factors that may cause actual results to differ materially include, but are not limited to potential material delays in realizing projected timelines and risks related to the Company's ability to comply with the continued listing standards of the Nasdaq Stock Market and the potential delisting of the Common Stock. It is very difficult to predict the effect of known factors, and the Company cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties, and other factors, including those factors disclosed in this Current Report and those factors disclosed under "Risk Factors" in the Company's most recent Annual Report on Form 10-K filed with the SEC and the Company's subsequent Quarterly Reports on Form 10-Q filed with the SEC. The Company cautions you not to place undue reliance on forward-looking statements, which speak only as of the date hereof. The Company assumes no obligation to update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this report, except as required by law.

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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.

SONIM TECHNOLOGIES, INC.

Date: October 24, 2025

By: /s/ Clay Crolius
Name: Clay Crolius
Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF SONIM TECHNOLOGIES, INC.**

Sonim Technologies, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation, as amended to date, filed with the Secretary of State of the State of Delaware on May 14, 2019 (the "Amended and Restated Certificate of Incorporation").

2. Article IV, Paragraph A of the Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"A. This Company is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Company is authorized to issue is 1,005,000,000 shares. 1,000,000,000 shares shall be Common Stock, having a par value per share of \$0.001 and 5,000,000 shares shall be Preferred Stock, having a par value per share of \$0.001."

Effective as of 12:01 a.m. Eastern Time on October 27, 2025 (the "Effective Time"), every 18 shares of Common Stock issued and outstanding prior to the Effective Time shall, automatically and without further action by the Corporation or the holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Split"); provided, however, no fractional shares of Common Stock shall be issued in connection with the Reverse Split, and instead, the Corporation shall pay to the stockholder of such fractional share a sum in cash equal to such fraction multiplied by the closing sales price of Common Stock as reported on the Nasdaq Capital Market on the date this Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware."

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Peter Liu, its Chief Executive Officer, this 20th day of October, 2025.

By: /s/ Peter Liu
Name: Peter Liu
Title: Chief Executive Officer
