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Lordstown Motors Corp.

Extract: Charter Amendment (Plain English Desc) from a [8-K](#) on 05/23/2023

[SEC Document](#)

[SEC Filing](#)

At the 2023 Annual Meeting, the Stockholders approved a proposal to amend the Company's Second Amended and Restated Certificate of Incorporation (the "Charter") to effect a reverse split of the Company's outstanding shares of Class A common stock at a ratio within a range of between 1:3 and 1:15, with the timing and the exact ratio of the reverse split to be determined by the Board in its sole discretion. The Board authorized a 1:15 reverse stock split (the "Reverse Stock Split") of the outstanding Class A common stock, which will become effective as of 12:01 a.m. Eastern Time on May 24, 2023 (the "Effective Time").

The Company filed a Certificate of Amendment (the "Amendment") to the Charter on May 22, 2023, which provides that, at the Effective Time, every fifteen shares of the issued and outstanding Class A common stock will automatically be combined into one issued and outstanding share of Class A common stock.

The Reverse Stock Split will affect all shares of the Class A common stock outstanding immediately prior to the effective time of the Reverse Stock Split. In addition, the Reverse Stock Split will effect a proportionate reduction in the number of shares of Class A common stock available for issuance under our 2020 Plan, and the number of shares of Class A common stock issuable upon the exercise or vesting of all equity-based awards and warrants, and upon the conversion of all shares of the Company's Series A Convertible Preferred Stock, par value \$0.0001 per share, in each case, outstanding immediately prior to the effectiveness of the Reverse Stock Split. No fractional shares will be issued because of the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof, in an amount equal to the fraction of a share of Class A common stock to which such holder would otherwise be entitled multiplied by the closing price of the Class A common stock on the Nasdaq Global Select Market ("Nasdaq") on May 23, 2023 (as adjusted in good faith by the Company to account for the Reverse Stock Split ratio). There will be no change in the par value per share or the authorized number of shares of Class A common stock or the authorized or outstanding number of shares of the Company's preferred stock, including the Series A Convertible Preferred Stock.

The Class A common stock is scheduled to begin trading on Nasdaq on a split-adjusted basis when the market opens on May 24, 2023 and will continue to trade under the symbol "RIDE." The new CUSIP number for the Class A common stock following the Reverse Stock Split will be 54405Q 209.