

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **May 19, 2022**

LORDSTOWN MOTORS CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38821
(Commission
File Number)

83-2533239
(IRS Employer
Identification No.)

2300 Hallock Young Road
Lordstown, Ohio 44481
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(234) 285-4001**

N/A
(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 |
|--|--------------------------|--|
| Class A common stock, par value \$0.0001 per share | RIDE | 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.

EXPLANATORY NOTE

This Current Report on Form 8-K/A (this “Amendment”) is being filed as an amendment of and supplement to the Current Report on Form 8-K filed by Lordstown Motors Corp. (the “Company”) on May 19, 2022 (the “Original Report”) and the Current Report on Form 8-K filed on May 23, 2022 (the “Update Report”). The Original Report was filed, among other things, to report the results of the matters submitted to a vote by the Company’s stockholders at the Company’s 2022 Annual Meeting of Stockholders (the “Annual Meeting”) held on May 19, 2022 and the amendment of the Company’s Second Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”). This Amendment amends the Original Report and the Update Report to update the disclosure regarding the Charter Amendment (as defined below) and the previously reported results with respect to Proposal No. 4 (as defined below) and provides information regarding a Special Meeting (as defined below) to be held by the Company.

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

On May 19, 2022, the Company amended its Certificate of Incorporation to increase the total number of authorized shares of the Company’s Class A common stock from 300,000,000 shares to 450,000,000 shares (the “Charter Amendment”).

As described under Item 5.07 below, on May 31, 2022, the Company filed the Certificate of Correction (defined below) voiding the Charter Amendment and causing the number of authorized shares of the Company’s Class A common stock to remain at 300,000,000. As of May 27, 2022, the Company had 203,471,470 shares of Class A common stock issued and outstanding and an aggregate of 17,748,271 shares reserved for potential future issuance under outstanding awards under its 2020 Equity Incentive Plan and upon exercise of outstanding warrants.

The foregoing description of the Certificate of Correction does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Correction, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

As reported in the Update Report, the report of the votes at the Annual Meeting regarding the approval of the Charter Amendment (“Proposal 4”) contained in the Original Report is not considered final. Approval of Proposal 4 required votes in favor from at least a majority of the shares outstanding and entitled to vote at the Annual Meeting. Based on the report from the inspector of elections for the Annual Meeting, the number of votes cast “for” Proposal 4 were in excess of such threshold. However, the Company’s proxy statement for the Annual Meeting erroneously indicated that brokers would not have discretionary authority to vote under the applicable New York Stock Exchange (“NYSE”) rule with respect to Proposal 4 and that if beneficial holders did not provide direction to their broker as to how to vote, a broker non-vote would have the effect of a vote cast against the proposal. The Company and its Board of Directors (the “Board”) have further reviewed the votes on Proposal 4 and, due to uncertainty in counting the number of votes cast “for” by brokers exercising discretion without direction from the beneficial owner, on May 31, 2022 the Board determined not to consider the Charter Amendment approved by the Company’s stockholders.

On May 31, 2022, the Company filed a Certificate of Correction (the “Certificate of Correction”) with the Secretary of State of the State of Delaware, voiding the Charter Amendment and causing the number of authorized shares of the Company’s Class A common stock to remain at 300,000,000.

The Board of Directors has called a special meeting of stockholders (the “Special Meeting”) to seek a new vote with respect to the Charter Amendment. Based on preliminary advice from the NYSE, it is expected that brokers will have discretionary authority to vote on the Charter Amendment at the Special Meeting. The date of the Special Meeting has been set as August 17, 2022 and the place and time, voting requirements and other details for such meeting will be provided in the Company’s proxy materials for such meeting.

The deadline of 6:00 p.m. Eastern Time on June 13, 2022 has been set for submitting a proper proposal for business at the Special Meeting pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 (“Rule 14a-8”), which the Company believes is a reasonable time before it begins to print and distribute its proxy materials. Such proposals must also comply with the specific requirements and procedures set forth in Rule 14a-8, as well as comply with applicable law.

Item 8.01. Other Events.

See Item 5.07 above, which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Title |
|---------------------|--|
| 3.1 | Certificate of Correction of Certificate of Amendment of Lordstown Motors Corp. filed on May 31, 2022. |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL) |

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.

LORDSTOWN MOTORS CORP.

By: /s/ Adam Kroll

Name: Adam Kroll

Title: Chief Financial Officer

Date: June 1, 2022

**CERTIFICATE OF CORRECTION
OF THE
CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LORDSTOWN MOTORS CORP.**

Lordstown Motors Corp. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), and in accordance with the provisions of the DGCL, hereby certifies as follows:

1. The name of the Corporation is Lordstown Motors Corp.
2. A Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 19, 2022 (the "Certificate of Amendment"), and such Certificate of Amendment requires correction as permitted by Section 103 of the DGCL.
3. The Certificate of Amendment is an inaccurate record of the corporate action referred to therein because the amendment to the Second Amended and Restated Certificate of Incorporation specified in the Certificate of Amendment may not have been duly adopted by the stockholders of the Corporation in accordance with Section 242 of the DGCL.
4. The Certificate of Amendment is therefore null and void and of no force or effect.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Correction on the date set forth below.

LORDSTOWN MOTORS CORP.

By: /s/Adam Kroll

Name: Adam Kroll

Title: Executive Vice President and Chief Financial Officer

Date: May 31, 2022
