

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): December 21, 2022

Remark Holdings

Remark Holdings, Inc.

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-33720</u> (Commission File Number)	<u>33-1135689</u> (IRS Employer Identification No.)
<u>800 S. Commerce Street Las Vegas, NV</u> (Address of principal executive offices)	<u>89106</u> (Zip Code)	<u>702-701-9514</u> (Registrant's telephone number, including area code)
<hr/>		
(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</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	MARK	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.

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

On December 21, 2022, Remark Holdings, Inc. (“Remark”, “we”, “us”, or “our”) filed a Certificate of Amendment to our Amended and Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware to effect a reverse stock split of our common stock at a ratio of 1-for-10 (the “Reverse Split”). The Amendment does not affect the par value of our common stock.

The Amendment provides that the Reverse Split will become effective on December 21, 2022 at 5:00 p.m. Eastern Time, at which time every 10 shares of our issued and outstanding common stock will automatically be combined and converted into one share of common stock. Beginning with the opening of trading on Thursday, December 22, 2022, our common stock will continue to trade on the Nasdaq Capital Market under the symbol "MARK," but will trade on a split-adjusted basis under a new CUSIP number, 75955K300.

The Amendment effecting the Reverse Split was approved by our stockholders at our Special Meeting of Stockholders held on December 6, 2022. In connection with approving the Reverse Split, our stockholders granted authority to the Board of Directors of Remark (the “Board”) to determine in its sole discretion the exact ratio of the Reverse Split within the range of 1-for-10 to 1-for-20. The Board approved the Reverse Split on September 15, 2022, and the ratio of 1-for-10 on December 9, 2022.

Our transfer agent, Computershare, Inc., is acting as the exchange agent for the Reverse Split and will provide instructions to stockholders regarding the process for exchanging their pre-split shares for post-split shares.

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

Item 8.01 Other Events.

On December 21, 2022, we issued a press release regarding the Reverse Split described above under Item 5.03 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Remark Holdings, Inc.
99.1	Press release dated December 21, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Signature

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.

Remark Holdings, Inc.

Date: December 21, 2022

By: /s/ Kai-Shing Tao

Name: Kai-Shing Tao

Title: *Chief Executive Officer*

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
REMARK HOLDINGS, INC.

REMARK HOLDINGS, INC. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

1. The name of the Corporation is Remark Holdings, Inc. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 23, 2014 and amended on January 12, 2016, June 7, 2016, April 6, 2017, July 23, 2020 and July 9, 2021 (as amended, the “**Certificate of Incorporation**”).

2. Article IV of the Certificate of Incorporation is hereby amended by adding the following new Section:

Section 3. Reverse Stock Split. Effective as of 5:00 p.m., Eastern time, 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 (the “**Effective Time**”), each ten (10) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “**Reverse Stock Split**”). No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive cash for such holder’s fractional share based upon the closing sales price of the Common Stock as reported on the Nasdaq Capital Market, as of the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware.

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL by the directors and stockholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 21st day of December, 2022.

REMARK HOLDINGS, INC.

By: /s/ Kai-Shing Tao

Name: Kai-Shing Tao
Title: Chief Executive Officer

Remark Holdings

Remark Holdings Announces Reverse Stock Split

1-for-10 Reverse Stock Split Effective December 21, 2022 for Trading December 22, 2022

Las Vegas, NV - December 21, 2022 - Remark Holdings, Inc. (Nasdaq: MARK), today announced a reverse stock split of its issued and outstanding shares of common stock at a ratio of 1-for-10 and that it had filed a Certificate of Amendment of its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the reverse split. The reverse split will be effective after the market closes on December 21, 2022, at 5:00 p.m. Eastern Time. Beginning with the opening of trading on Thursday, December 22, 2022, Remark's common stock will continue to trade on the Nasdaq Capital Market under the symbol "MARK," but will trade on a split-adjusted basis under a new CUSIP number, 75955K300.

Remark's stockholders approved the reverse split at a special meeting of stockholders held on December 6, 2022. In connection with approving the reverse split, Remark's stockholders granted authority to the company's Board of Directors to determine, in its sole discretion, the exact ratio of the reverse split within the range of 1-for-10 to 1-for-20. The Board of Directors approved the reverse split on September 15, 2022, and the ratio of 1-for-10 on December 9, 2022.

As a result of the reverse split, every 10 pre-split shares of common stock issued and outstanding will automatically combine and convert into one new share of common stock without any action on the part of the holders and with no change in the par value per share of \$0.001. The reverse split will proportionately reduce the number of shares of common stock available for issuance under Remark's equity incentive plans and proportionately reduce the number of shares of common stock issuable upon the exercise of stock options and upon the release of restricted stock units outstanding immediately prior to the effectiveness of the reverse split.

The reverse split reduces the number of shares of Remark's issued and outstanding common stock from approximately 112 million pre-reverse-split shares to approximately 11.2 million post-reverse-split shares. No fractional shares will be issued as a result of the reverse split. Owners of fractional shares outstanding after the reverse split will be entitled to receive cash for such fractional shares based upon the closing sales price of the common stock as reported on the Nasdaq Capital Market on December 21, 2022.

The company's transfer agent, Computershare, Inc., is acting as the exchange agent for the reverse split and will provide instructions to stockholders regarding the process for exchanging their pre-split shares for post-split shares. Additional information about the reverse split can be found in the company's definitive proxy statement filed with the Securities and Exchange Commission on October 24, 2022, a copy of which is available at www.sec.gov and on the company's website.

About Remark Holdings, Inc.

Remark Holdings, Inc. (Nasdaq: MARK) delivers an integrated suite of AI solutions that help organizations monitor, understand, and act on threats in real-time. Remark consists of an international team of sector-experienced professionals that have created award-winning video analytics. The company's GDPR-compliant and CCPA-compliant solutions focus on market sectors including retail, federal and state governmental entities, public safety, hospitality, and transportation. Remark maintains its headquarters in Las Vegas, Nevada with an additional North American office in New York, New York and international offices in London, England and Chengdu, China.

Forward-Looking Statements

This press release may contain forward-looking statements, including information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-

looking statements. These statements involve known and unknown risks, uncertainties and other factors, including those discussed in Part I, Item 1A. Risk Factors in Remark Holdings' Annual Report on Form 10-K and Remark Holdings' other filings with the SEC. Any forward-looking statements reflect Remark Holdings' current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. Given such uncertainties, you should not place undue reliance on any forward-looking statements, which represent Remark Holdings' estimates and assumptions only as of the date hereof. Except as required by law, Remark Holdings undertakes no obligation to update or revise publicly any forward-looking statements after the date hereof, whether as a result of new information, future events or otherwise.

For more information, please visit us at remarkholdings.com or contact us at IR@remarkholdings.com.

Company Contacts

Fay Tian
Vice President of Investor Relations
F.Tian@remarkholdings.com
(+1) 626-623-2000
(+65) 8715-8007