

**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 18, 2023**

SIDUS SPACE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41154
(Commission
File Number)

46-0628183
(IRS Employer
Identification No.)

150 N. Sykes Creek Parkway, Suite 200
Merritt Island, FL
(Address of principal executive offices)

32953
(Zip Code)

Registrant's telephone number, including area code: **(321) 613-5620**

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 (see General Instructions A.2. below):

- 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>
Class A Common Stock, \$0.0001 par value per share	SIDU	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed in a Definitive Information Statement on Schedule 14C filed on November 24, 2023 by Sidus Space, Inc. (the "Company") with the Securities and Exchange Commission, the members of the board of directors (the "Board") of the Company and the holders of approximately 58.5% and 56.4%, respectively, of the voting stock of the Company approved by written consent, a proposal to amend the Company's Certificate of Incorporation to effect a reverse split of the Company's outstanding shares of Class A common stock, par value \$0.0001 per share (the "Class A Common Stock") and Class B common stock, par value \$0.0001 per share ("Class B Common Stock" and together with the Class A Common Stock, the "Common Stock"), within a range of one-for-twenty five (1-for-25) to a maximum of a one-for-one hundred (1-for-100) split, with the exact ratio to be determined by the Board in its sole discretion.

On December 6, 2023, the Board approved a one-for-one hundred (1-for-100) reverse split of the Company's issued and outstanding shares of Common Stock (the "Reverse Stock Split"). On December 19, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment to its certificate of incorporation (the "Certificate of Amendment") to effect the Reverse Stock Split. The Reverse Stock Split became effective as of 4:01 p.m. Eastern Time on December 19, 2023, and the Company's Class A Common Stock is expected to begin trading on a split-adjusted basis when the Nasdaq Stock Market opens for trading on December 20, 2023.

When the Reverse Stock Split becomes effective, every 100 shares of the Company's issued and outstanding Common Stock will automatically be combined, converted and changed into 1 share of the Company's Common Stock, without any change in the number of authorized shares or the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of Common Stock and the number of shares reserved for issuance pursuant to the Company's equity incentive compensation plans. Any fraction of a share of

Common Stock that would be created as a result of the Reverse Stock Split will be rounded up to the next whole share. Holders of the Company's Common Stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. Stockholders of record will be receiving information from the Company's transfer agent regarding their Common Stock ownership post-Reverse Stock Split.

The Company's Class A Common Stock will continue to trade on the Nasdaq Stock Market LLC under the existing symbol "SIDU", but the security has been assigned a new CUSIP number (826165201).

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 incorporated by reference herein.

Item 8.01 Other Events.

On December 18, 2023, the Company issued a press release announcing the Reverse Stock Split. 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 No.	Exhibit
3.1	Certificate of Amendment to Certificate of Incorporation of Sidus Space, Inc.
99.1	Press release dated December 18, 2023
104	Cover Page Interactive Data File (embedded within the XBRL document)

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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.

Dated: December 19, 2023

SIDUS SPACE, INC.

By: /s/ Carol Craig
Name: Carol Craig
Title: Chief Executive Officer

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CERTIFICATE OF AMENDMENT
to the
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
of
SIDUS SPACE, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

SIDUS SPACE, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Sidus Space, Inc. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on April 15, 2021, as amended (the "Certificate of Incorporation").

SECOND: ARTICLE IV, SECTION I of the Corporation's Certificate of Incorporation shall be amended by inserting the following at the end of Article IV:

Effective as of December 19, 2023 at 4:01 p.m. Eastern Time (the "Effective Time"), (i) each one hundred (100) shares of the Corporation's Class A Common Stock, issued and outstanding immediately prior to the Effective Time (the "Old Class A Common Stock") shall automatically without further action on the part of the Corporation or any holder of Old Class A Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable shares of Class A Common Stock, par value of \$0.0001 per share (the "New Class A Common Stock"), and (ii) each one hundred (100) shares of the Corporation's Class B Common Stock, issued and outstanding immediately prior to the Effective Time (the "Old Class B Common Stock") and shall automatically without further action on the part of the Corporation or any holder of Old Class B Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable shares of Class B Common Stock, par value of \$0.0001 per share (the "New Class B Common Stock")subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). The conversion of the Old Class A Common Stock into New Class A Common Stock and Old Class B Common Stock into New Class B Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Class A Common Stock shall represent the number of shares of New Class A Common Stock into which such Old Class A Common Stock shall have been converted pursuant to this Certificate of Amendment, and certificates representing the Old Class B Common Stock shall represent the number of shares of New Class B Common Stock into which such Old Class B Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Class A Common Stock or New Class B Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Class A Common Stock or New Class B Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.

THIRD: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 19th day of December , 2023.

SIDUS SPACE, INC.

By: /s/ Carol Craig
Name: Carol Craig
Title: Chief Executive Officer

Sidus Space Announces 1-for-100 Reverse Stock Split

CAPE CANAVERAL, FL, December 18, 2023 – Sidus Space, Inc. (“Sidus” or the “Company”) (NASDAQ:SIDU), a multi-faceted Space and Data-as-a-Service company, today announced that it will effect a 1-for-100 reverse stock split of its issued and outstanding shares of common stock. The reverse stock split was previously approved by Sidus stockholders with the final ratio determined by the Company’s Board of Directors. The reverse stock split will become effective at 4:01 p.m. Eastern time on December 19, 2023. Commencing with the opening of trading on The Nasdaq Capital Market (“Nasdaq”) on December 20, 2023, the Company’s common stock will trade on a post-split basis under its existing trading symbol “SIDU.”

Following the reverse stock split, the CUSIP number for the Company’s common stock will be 826165201. As a result of the reverse stock split, every 100 shares of issued and outstanding common stock will be exchanged for 1 share of common stock, with any fractional shares being rounded up to the next higher whole share. Immediately after the reverse stock split becomes effective, the Company will have approximately 864,104 shares of Class A common stock issued and outstanding. In addition, a proportionate adjustment will be made to outstanding equity-based awards and other equity rights.

The reverse stock split is primarily intended to bring the Company into compliance with Nasdaq’s \$1.00 per share minimum bid price requirement for continued listing; however, no assurance can be given that such reverse stock split will enable the Company to regain compliance with the Nasdaq minimum bid price requirement.

About Sidus Space

Sidus Space (NASDAQ: SIDU) is a multi-faceted Space and Data-as-a-Service company focused on mission-critical hardware manufacturing; multi-disciplinary engineering services; satellite design, production, launch planning, mission operations; and in-orbit support. The Company is located in Cape Canaveral, Florida, where it operates from a 35,000-square-foot manufacturing, assembly, integration, and testing facility focused on vertically integrated Space-as-a-Service solutions including end-to-end satellite support.

Sidus Space has a mission of Bringing Space Down to Earth™ and a vision of enabling space flight heritage status for new technologies while delivering data and predictive analytics to domestic and global customers. Any corporation, industry, or vertical can start their journey off-planet with Sidus Space’s rapidly scalable, low-cost satellite services, space-based solutions, and testing alternatives. More than just a “Satellite-as-a-Service” provider, Sidus Space is a trusted Mission Partner—from concept to Low Earth Orbit and beyond. Sidus Space is ISO 9001:2015, AS9100 Rev. D certified, and ITAR registered.

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Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute ‘forward-looking statements’ within the meaning of The Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements relating to the expected trading commencement and closing dates. The words ‘anticipate,’ ‘believe,’ ‘continue,’ ‘could,’ ‘estimate,’ ‘expect,’ ‘intend,’ ‘may,’ ‘plan,’ ‘potential,’ ‘predict,’ ‘project,’ ‘should,’ ‘target,’ ‘will,’ ‘would’ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties related to market conditions and other factors described more fully in the section entitled ‘Risk Factors’ in Sidus Space’s Annual Report on Form 10-K for the year ended December 31, 2022, and other periodic reports filed with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Sidus Space, Inc. specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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