

---

---

**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): **April 19, 2024**

**WISA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**001-38608**  
(Commission  
File Number)

**30-1135279**  
(IRS Employer  
Identification Number)

**15268 NW Greenbrier Pkwy  
Beaverton, OR**  
(Address of registrant's principal executive office)

**97006**  
(Zip code)

**(408) 627-4716**  
(Registrant's telephone number, including area code)

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 Instruction 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:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001 per share	WISA	The 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01. Entry into a Material Definitive Agreement.**

### ***Warrant Amendment***

On or about April 19, 2024, the holders of certain common stock purchase warrants, dated April 23, 2024 (the “April 19 Warrants”), each entered into a warrant amendment agreement (the “Warrant Amendment Agreement”) with WiSA Technologies, Inc., a Delaware corporation (the “Company”), whereby such holders agreed to amend the “alternative cashless exercise” provision in Section 2(c) of the April 19 Warrants such that issuance of shares of common stock upon exercise of such “alternative cashless exercise” is subject to stockholder approval.

### ***Registered Direct Offering and Concurrent Private Placement***

On April 23, 2024, the Company closed (the “Closing”) an offering with certain purchasers signatory to that certain securities purchase agreement dated April 19, 2024 (the “Purchase Agreement”). In the Closing, the Company issued and sold to such purchasers (a) in a registered direct offering, 361,904 shares (the “Shares”) of common stock, par value \$0.0001 per share (the “Common Stock”), of the Company, at an offering price of \$5.25 per share, and (b) in a concurrent private placement, common stock purchase warrants (the “Warrants”) exercisable for an aggregate of up to 542,856 shares of Common Stock, at an exercise price of \$5.06 per share (the “Warrant Shares”), for aggregate gross proceeds of approximately \$1.9 million (the “Offerings”).

The Shares issued in the registered direct offering were offered pursuant to the Company’s shelf registration statement on Form S-3 (File 333-267211) (the “Shelf Registration Statement”), initially filed by the Company with the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”), on September 1, 2022 and declared effective on September 13, 2022.

The Warrants are immediately exercisable upon issuance and expire on the fifth anniversary of the issuance date of the Warrants. Once issued, the Warrants may be exercised, in certain circumstances, on a cashless basis pursuant to the formula contained in the Warrants. The holder of a Warrant may also effect an “alternative cashless exercise” upon stockholder approval of the issuance of the shares of Common Stock issuable upon exercise of such “alternative cashless exercise”. In such event, the aggregate number of shares of Common Stock issuable in such alternative cashless exercise pursuant to any given notice of exercise electing to effect an alternative cashless exercise shall equal the product of (x) the aggregate number of shares of Common Stock that would be issuable upon exercise of the Warrant in accordance with the terms of the Warrant if such exercise were by means of a cash exercise rather than a cashless exercise and (y) 0.65.

The Warrants and the Warrant Shares were not registered under the Securities Act, and were offered pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and Rule 506(b) promulgated thereunder.

In connection with the Offerings, on April 19, 2024, the Company entered into a placement agency agreement (the “Placement Agency Agreement”) with Maxim Group LLC (the “Placement Agent”), pursuant to which the Placement Agent agreed to act as placement agent on a “reasonable best efforts” basis in connection with the Offerings. The Company paid the Placement Agent an aggregate fee equal to 8.0% of the gross proceeds raised in the Offerings. The Company reimbursed the Placement Agent \$50,000 for expenses in connection with the Offerings.

The foregoing does not purport to be a complete description of each of the Placement Agency Agreement, Warrants, Purchase Agreement, and Warrant Amendment Agreement, and is qualified in its entirety by reference to the full text of each of such document, which are filed as Exhibits 1.1, 4.1, 10.1 and 10.2, respectively, to this Current Report on Form 8-K (this “Form 8-K”) and incorporated herein by reference.

---

Sullivan & Worcester LLP, counsel to the Company, delivered an opinion as to the validity of the Shares, a copy of which is attached to this Form 8-K as Exhibit 5.1 and is incorporated herein by reference.

### **Item 3.02. Unregistered Sales of Equity Securities**

The applicable information set forth in Item 1.01 of this Form 8-K with respect to the issuance of Warrants and Warrant Shares is incorporated herein by reference.

### **Item 3.3. ?Material Modification to Rights of Security Holders.**

The applicable information set forth in Item 1.01 of this Form 8-K with respect to the Warrant Amendment Agreement is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
<a href="#"><u>1.1</u></a>	<a href="#"><u>Placement Agency Agreement, dated as of April 19, 2024, by and between WiSA Technologies, Inc. and Maxim Group LLC, as placement agent.</u></a>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Form of Warrant.</u></a>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Sullivan &amp; Worcester LLP, dated April 23, 2024.</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Form of Securities Purchase Agreement by and between the Company and certain accredited investors dated April 19, 2024.</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>Form of Warrant Amendment Agreement by and between the Company and certain holders of common stock purchase warrants, dated April 19, 2024.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Sullivan &amp; Worcester LLP (contained in Exhibit 5.1 above).</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document.).

---

**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.

Date: April 23, 2024

**WISA TECHNOLOGIES, INC.**

By: /s/ Brett Moyer

Name: Brett Moyer

Title: Chief Executive Officer

---