

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): June 12, 2024

Pineapple Energy Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation)

001-31588
(Commission File Number)

41-0957999
(IRS Employer Identification No.)

10900 Red Circle Drive
Minnetonka, MN
(Address of principal executive offices)

55343
(Zip Code)

Registrant's telephone number, including area code: (952) 996-1674

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 *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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value, \$.05 per share	PEGY	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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

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

Effective June 12, 2024, Pineapple Energy Inc. (the "Company") amended its Fourth Amended and Restated Articles of Incorporation to implement a fifteen-for-one reverse stock split. The Company's common stock began trading on a split-adjusted basis when the market opened on June 12, 2024 (the "Effective Date").

As a result of the reverse stock split, at 12:01 a.m. Central Time on the Effective Date, every 15 shares of common stock then issued and outstanding automatically were combined into one share of common stock, with no change in par value per share. No fractional shares were outstanding following the reverse stock split, and any fractional shares that would have resulted from the reverse stock split will be settled in cash. The total number of shares authorized for issuance was reduced to 7,500,000 in proportion to the reverse stock split. The text of the Articles of Amendment of the Fourth Amended and Restated Articles of Incorporation of the Company that effected the foregoing actions is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Effective as of the same time as the reverse stock split, the number of shares of common stock available for issuance under the Company's equity compensation plans were automatically reduced in proportion to the reverse stock split. Upon effectiveness, the reverse stock split also resulted in reductions in the number of shares of common stock issuable upon exercise or vesting of equity awards in proportion to the reverse stock split and caused a proportionate increase in exercise price or share-based performance criteria, if any, applicable to such awards.

Item 8.01 Other Events.

The CUSIP identifier for the Company's common stock following the reverse stock split is 72303P107.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
3.1	Articles of Amendment of Fourth Amended and Restated Articles of Incorporation of the Registrant (effective as of June 12, 2024).
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.

PINEAPPLE ENERGY INC.

Date: June 17, 2024

By: /s/ Scott Maskin
Scott Maskin
Interim Chief Executive Officer

**ARTICLES OF AMENDMENT
OF THE
FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF PINEAPPLE ENERGY INC.**

The undersigned, Interim Chief Executive Officer of Pineapple Energy Inc., a Minnesota corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is: Pineapple Energy Inc.
2. The first sentence of Article V (Capital Stock) of the Corporation's Fourth Amended & Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

The authorized capital stock of this corporation shall be seven million five hundred thousand (7,500,000) shares of Common Stock of the par value of five cents (\$.05) per share (the "Common Stock") and Three Million (3,000,000) shares of Preferred Stock of the par value of One Dollar (\$1.00) per share (the "Preferred Stock").
3. Article V (Capital Stock) of the Corporation's Fourth Amended and Restated Articles of Incorporation is hereby amended by adding the following new paragraph "SECTION 3" as follows:

SECTION 3. *Reverse Stock Split*. Effective as of 12:01 a.m. Central Time on June 12, 2024 (the "Effective Time"), the issued and outstanding shares of common stock of the Corporation shall be combined on a 1-for-15 basis such that, at the Effective Time, every 15 shares of common stock outstanding immediately prior to the Effective Time shall be combined into one share of common stock. This reverse stock split will be effected through the exchange and replacement of certificates representing issued and outstanding shares of common stock as of the Effective Time, together with immediate book-entry adjustments to the stock register of the Corporation maintained in accordance with the Act. In the event that the reverse stock split would result in a shareholder being entitled to receive less than a full share of common stock, the fractional share that would so result shall entitle such shareholder to a cash payment in lieu thereof at a price equal to the fraction to which the shareholder would otherwise be entitled multiplied by the closing price of the common stock on Nasdaq on the date of the Effective Time. The par value of each share of issued and outstanding common stock shall not be affected by the reverse stock split.
4. That such amendments have been adopted by the Corporation's Board of Directors in accordance with the requirements of, and pursuant to, Chapter 302A of the Minnesota Statutes;
5. That such amendments were adopted pursuant to Section 302A.402 of the Minnesota Statutes in connection with a combination of the Corporation's capital stock; and
6. That such amendments shall be effective as of 12:01 a.m. Central Time on June 12, 2024; and
7. That such amendments will not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of the Corporation and will not result in the percentage of authorized shares of any class or series that remains unissued after such combination exceeding the percentage of authorized shares of the same class or series remaining unissued before the division.

IN WITNESS WHEREOF, the undersigned has set his hand as of June 10, 2024.

/s/ Scott Maskin

Scott Maskin

Interim Chief Executive Officer
