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): November 10, 2026

SUNation Energy, Inc.
(Exact name of Registrant as Specified in its Charter)

Delaware
(State Or Other Jurisdiction Of Incorporation)

001-31588	**41-0957999**
(Commission File Number)	(I.R.S. Employer Identification No.)
171 Remington Boulevard Ronkonkoma, NY	**11779**
(Address of Principal Executive Offices)	(Zip Code)

(631) 750-9454
Registrant's Telephone Number, Including Area Code

Securities registered pursuant to Section 12(b) of the Act

Title of Each Class	**Trading Symbol**	**Name of each exchange on which registered**
Common Stock, par value, $.05 per share	SUNE	The Nasdaq Stock Market, LLC

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

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 7.01. Regulation FD Disclosure.

As previously disclosed, on June 5, 2026, SUNation Energy, Inc., a Delaware corporation ("SUNation"), SUNation Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of SUNation ("Merger Sub"), and Suniva, Inc., a Delaware corporation ("Suniva"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), as amended on September 4, 2026, pursuant to which, among other matters, and subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, Merger Sub will merge with and into Suniva, with Suniva continuing as a wholly owned subsidiary of SUNation and the surviving corporation of the merger (the "Merger").

On November 10, 2026, Suniva issued a press release announcing that construction is underway on its new 4.5 GW solar cell manufacturing facility in Laurens County, South Carolina. The approximately $600 million project is expected to increase Suniva's total U.S. manufacturing capacity to 5.5 GW, up from 1 GW today, with initial production expected in late 2027 and full production ramp in 2028. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference, except that the information contained on the websites referenced in the press release is not incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Forward-Looking Statements

This Current Report on Form 8-K and the exhibits filed or furnished herewith contain forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act) concerning Suniva, SUNation, the proposed transactions and other matters, including the update related to Suniva's manufacturing facility construction undertaking in Laurens, SC. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current expectations and beliefs of the management of SUNation and Suniva, as well as assumptions made by, and information currently available to, management of SUNation and Suniva. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "would," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend," and other similar expressions or the negative or plural of these words, or other similar expressions that are predictions or indicate future events or prospects, although not all forward-looking statements contain these words. Statements that are not historical facts are forward-looking statements.

Forward-looking statements in this report include, but are not limited to, expectations regarding the proposed Merger; the potential benefits and results of the Merger and transactions contemplated thereby; the sufficiency of the combined company's capital resources; the expected timing of the closing of the proposed transactions, including any financing and/or capital transactions as may be necessary to fund operational expansion and consummation of material operational matters; statements regarding the potential and timing of, and expectations regarding, Suniva's energy development, solar cell technology, manufacturing capabilities, production or capacity, ability to continue its resurgence and maintenance of its manufacturing facilities, as well as the consummation of Suniva's intended facility expansion and anticipated revenue opportunities; any statements by Suniva's Chief Executive Officer set forth in the November 10, 2026 press release. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance.

These statements are subject to risks and uncertainties that could cause actual results to differ materially, including: risks relating to constructing, equipping, permitting and ramping up the Laurens, SC facility on time and on budget; the ability to satisfy funding conditions under Suniva's credit facilities; the ability to close on Suniva's current additional commitments for equity financing; the ability to convert offtake agreements into realized revenue; competition, tariffs, trade actions and changes in tax incentives, including the Section 45X advanced manufacturing production credit; the possibility that the SEC review process takes longer than anticipated or requires material changes to the registration statement; the risk that the proposed merger may not be completed on the anticipated timeline or at all; the failure to obtain required stockholder approvals, SEC effectiveness of the Form S-4, or Nasdaq listing approval; technology, supply-chain and execution risks; the accuracy of third-party market data and forecasts; the operating history of Suniva; potential net losses incurred as a result of the current expansion stage nature of Suniva, as well as net losses carried forward from SUNation's long standing business operations after the completion of the merger; the ability to raise additional capital; the ability of Suniva to execute on its business plans and for the combined companies to integrate SUNation's solar installation systems into Suniva's solar cell manufacturing operations; the effects of the One Big Beautiful Act of 2025 on the residential solar industry, which has had a material negative impact on residential solar installations since the January 2026 effectiveness thereof; Suniva's limited experience in operating a public company; the substantial competition Suniva faces in developing and selling its solar cell development products; the ability to attract, hire, and retain skilled executive officers and employees; the ability of SUNation or Suniva to protect their respective intellectual property and proprietary technologies; reliance on third parties, contract manufacturers, and contract research organizations; uncertainties as to the timing of the consummation of the proposed transactions and the ability of each of the parties to consummate the proposed transactions; risks related to SUNation's continued listing on Nasdaq until the closing of the proposed transactions; risks related to SUNation's and Suniva's ability to correctly estimate their respective operating expenses and expenses associated with the proposed transactions, as well as uncertainties regarding the impact any delay in the closing would have on the anticipated cash resources of the combined company upon closing and other events and unanticipated spending and costs that could reduce the combined company's cash re-sources; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Merger Agreement; competitive responses to the proposed transactions; unexpected costs, charges or expenses resulting from the proposed transactions; the out-come of any legal proceedings that may be instituted against SUNation, Suniva or any of their respective directors or officers related to the Merger or the proposed transactions contemplated thereby; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transactions; the effect of the announcement or pendency of the transactions on SUNation's or Suniva's business relationships, operating results and business generally; the compliance and qualification for initial listing on Nasdaq related to the expected trading of the combined company's stock on Nasdaq and the combined company's ability to remain listed following the proposed transactions; the risk that as a result of adjustments to the Exchange Ratio (as set forth in the Merger Agreement) SUNation's stockholders and Suniva's stockholders could own more or less of the combined company than is currently anticipated; risks related to the market price of SUNation common stock relative to the Exchange Ratio; legislative, regulatory, political and economic developments and general market conditions, including those surrounding the viability of residential solar businesses following the loss of federal tax credits beginning in January 2026; and the other risks described in SUNation's filings with the SEC including its most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC, and to be described in the Form S-4 and related proxy statement/prospectus. Forward-looking statements speak only as of the date of this press release. Suniva and SUNation expressly disclaim any obligation to update or revise them, except as required by law.

Nothing in this Current Report on Form 8-K should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that the contemplated results of any such forward-looking statements will be achieved. Forward-looking statements in this Current Report on Form 8-K speak only as of the day they are made and are qualified in their entirety by reference to the cautionary statements herein. Except as required by applicable law, SUNation and Suniva undertake no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise. This Current Report on Form 8-K does not purport to summarize all of the conditions, risks and other attributes of an investment in SUNation or Suniva.

No Offer or Solicitation

This Current Report on Form 8-K and the exhibits filed or furnished herewith are not intended to and do not constitute (i) a solicitation of a proxy, consent or approval with respect to any securities or in respect of the proposed transaction or (ii) an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act or an exemption therefrom. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR DETERMINED IF THIS CURRENT REPORT ON FORM 8-K AND THE EXHIBITS FILED OR FURNISHED HEREWITH ARE TRUTHFUL OR COMPLETE.

Important Additional Information About the Proposed Transaction Will be Filed with the SEC

This Current Report on Form 8-K and the exhibits filed or furnished herewith are not substitutes for the registration statement or for any other document that SUNation may file with the SEC in connection with the proposed transaction. In connection with the proposed transaction between SUNation and Suniva, SUNation has confidentially submitted a draft registration statement on Form S-4 to the SEC and intends to publicly file a registration statement on Form S-4 that will include a proxy statement of SUNation and a prospectus (the "proxy statement/prospectus"). SUNATION URGES INVESTORS AND STOCKHOLDERS TO READ THE REGISTRATION STATEMENT, PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS, SUPPLEMENTS OR DOCUMENTS INCORPORATED BY REFERENCE IN OR TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT SUNATION, SUNIVA, THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and stockholders will be able to obtain free copies of the proxy statement/prospectus and other documents filed by SUNation with the SEC (when they become available) through the website maintained by the SEC at www.sec.gov. In addition, investors and stockholders should note that SUNation communicates with investors and the public using its website (www.sunation.com) and the investor relations website (ir.sunation.com) where anyone will be able to obtain free copies of the proxy statement/prospectus and other documents filed by SUNation with the SEC and stockholders are urged to read the proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Participants in the Solicitation

SUNation, Suniva and their respective directors and executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction, as shall be set forth and disclosed on the Company's Form S-4, including the terms of the Suniva financing. Information about SUNation's directors and executive officers is included in SUNation's most recent Annual Report on Form 10-K, including any information incorporated therein by reference, as filed with the SEC. Additional information regarding the persons who may be deemed participants in the solicitation of proxies will be included in the proxy statement/prospectus relating to the proposed transaction when it is filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release issued on November 10, 2026
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, thereunto duly authorized.

SUNATION ENERGY, INC.

By: /s/ James Brennan
James Brennan
Chief Financial Officer

Date: November 10, 2026

Exhibit 99.1



UPDATE: SUNIVA BEGINS EXPANSION TO INCREASE U.S. SOLAR CELL CAPACITY TO 5.5 GW

New 4.5 GW South Carolina facility backed by September's $835 million financing; Expects initial production in late 2027 and full ramp in 2028

NORCROSS, GA, NOVEMBER 10, 2026 – Suniva, the oldest U.S. merchant manufacturer of high-efficiency monocrystalline silicon solar cells ("Suniva" or the "Company"), today announced that construction is underway on its new 4.5 GW solar cell manufacturing facility in Laurens County, South Carolina. The approximately $600 million project is expected to increase Suniva's total U.S. manufacturing capacity to 5.5 GW, up from 1 GW today, with initial production expected in late 2027 and full production ramp in 2028.

Construction Advances U.S. Expansion

As previously announced, the shell of the 621,468 square foot building is complete. DPR Construction began the interior buildout in late September 2026 and is progressing with selective demolition and concrete work in advance of cleanroom installation, while procurement of the major mechanical, electrical and structural packages advances. The project is expected to be fully funded with cash on hand and Suniva's previously announced $835 million debt and equity financing closed in early September 2026, subject in the case of credit facilities to satisfaction of funding conditions from time to time. The project is currently on schedule for first production in late 2027, with full production ramp expected in 2028.

The new Laurens County facility will add 4.5 GW of high-efficiency monocrystalline silicon solar cell capacity to Suniva's existing 1 GW facility in Norcross, Georgia, bringing Suniva's total U.S. cell capacity to 5.5 GW. The expansion builds on Suniva's existing commercial-scale manufacturing operations and is expected to create approximately 560 new advanced manufacturing jobs in South Carolina's Upstate region, with hiring for technical and facilities support roles expected to begin in early 2027.

The expansion is further supported by a supply chain already in place and long-term offtake agreements with leading U.S. solar companies covering the majority of the Company's planned production through 2030.

"Our team continues to execute on Suniva's growth strategy, while helping drive long-term U.S. energy independence," said Tony Etnyre, CEO of Suniva. "Our focus is bringing our new Laurens County facility online on schedule as we move from our current 1 GW of U.S. solar cell capacity to 5.5 GW, giving U.S. solar companies the domestic cell supply they need to grow. The U.S. has built far more module assembly capacity than cell capacity, and this facility takes aim at that gap. We continue to make progress toward our proposed reverse merger with SUNation Energy and look forward to leveraging the strength of the combined company as we scale."

Suniva announced on June 8, 2026 that it signed a definitive reverse merger agreement (the "Merger Agreement") pursuant to which Suniva will merge with a wholly-owned subsidiary of SUNation Energy, Inc. (Nasdaq: SUNE) ("SUNation"), a leading provider of residential and commercial solar energy systems, battery storage solutions, and comprehensive energy services. The proposed business combination between SUNation and Suniva, upon consummation, would result in Suniva becoming a wholly owned subsidiary of SUNation, with the combined company expected to be known as Suniva Inc. and be listed on Nasdaq under the ticker symbol "SUNV".

About Suniva

Headquartered in metro Atlanta, Georgia, Suniva is a leading American manufacturer of high-efficiency crystalline silicon photovoltaic (PV) solar cells. As the only U.S.-owned and operated merchant solar cell manufacturer in the country, the company is known for its high-quality products, industry-leading technology, reliability, and high-power density. For more information, visit www.suniva.com.

About SUNation Energy, Inc.

SUNation Energy Inc. (Nasdaq: SUNE) is a leading provider of sustainable solar energy and backup power solutions to residential, commercial, and municipal customers. SUNation designs, installs, and services solar energy systems and related technologies, helping customers reduce energy costs, increase energy independence, and transition to cleaner energy solutions.

For more information, visit: ir.sunation.com

Contacts

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For SUNation Energy: Scott Maskin, Chief Executive Officer, smaskin@sunation.com · James Brennan, Chief Financial Officer, jbrennan@sunation.com · Investor Relations: Alliance Advisors IR, IR@sunation.com

Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended. These include, but are not limited to, statements regarding: the construction schedule, cost, funding status, capacity, completion and production ramp of Suniva's Laurens County facility; expected job creation; the efficacy of Suniva's supply chain and long-term offtake agreements; and the proposed merger of SUNation and Suniva, including its expected timing and benefits.

These statements are subject to risks and uncertainties that could cause actual results to differ materially, including: risks relating to constructing, equipping, permitting and ramping up the Laurens facility on time and on budget; the ability to satisfy funding conditions under Suniva's credit facilities; the ability to close on Suniva's current additional commitments for equity financing; the ability to convert offtake agreements into realized revenue; competition, tariffs, trade actions and changes in tax incentives, including the Section 45X advanced manufacturing production credit; the possibility that the SEC review process takes longer than anticipated or requires material changes to the registration statement; the risk that the proposed merger may not be completed on the anticipated timeline or at all; the failure to obtain required stockholder approvals, SEC effectiveness of the Form S-4, or Nasdaq listing approval; technology, supply-chain and execution risks; the accuracy of third-party market data and forecasts; the operating history of Suniva; potential net losses incurred as a result of the current expansion stage nature of Suniva, as well as net losses carried forward from SUNation's long standing business operations after the completion of the merger; the ability to raise additional capital; the ability of Suniva to execute on its business plans and for the combined companies to integrate SUNation's solar installation systems into Suniva's solar cell manufacturing operations; the effects of the One Big Beautiful Bill Act of 2025 on the residential solar industry, which has had a material negative impact on residential solar installations since the January 2026 effectiveness thereof; Suniva's limited experience in operating a public company; the substantial competition Suniva faces in developing and selling its solar cells; the ability to attract, hire, and retain skilled executive officers and employees; the ability of SUNation or Suniva to protect their respective intellectual property and proprietary technologies; reliance on third parties, including suppliers, equipment vendors and contractors; uncertainties as to the timing of the consummation of the proposed transactions and the ability of each of the parties to consummate the proposed transactions; risks related to SUNation's continued listing on Nasdaq until the closing of the proposed transactions; risks related to SUNation's and Suniva's ability to correctly estimate their respective operating expenses and expenses associated with the proposed transactions, as well as uncertainties regarding the impact any delay in the closing would have on the anticipated cash resources of the combined company upon closing and other events and unanticipated spending and costs that could reduce the combined company's cash resources; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the Merger Agreement; competitive responses to the proposed transactions; unexpected costs, charges or expenses resulting from the proposed transactions; the outcome of any legal proceedings that may be instituted against SUNation, Suniva or any of their respective directors or officers related to the Merger or the proposed transactions contemplated thereby; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transactions; the effect of the announcement or pendency of the transactions on SUNation's or Suniva's business relationships, operating results and business generally; the compliance and qualification for initial listing on Nasdaq related to the expected trading of the combined company's stock on Nasdaq and the combined company's ability to remain listed following the proposed transactions; the risk that as a result of adjustments to the Exchange Ratio (as set forth in the Merger Agreement) SUNation's stockholders and Suniva's stockholders could own more or less of the combined company than is currently anticipated; risks related to the market price of SUNation common stock relative to the Exchange Ratio; legislative, regulatory, political and economic developments and general market conditions, including those surrounding the viability of residential solar businesses following the loss of federal tax credits beginning in January 2026; and the other risks described in SUNation's filings with the SEC and to be described in the Form S-4 and related proxy statement/prospectus. Forward-looking statements speak only as of the date of this press release. Suniva and SUNation expressly disclaim any obligation to update or revise them, except as required by law.

These forward-looking statements speak only as of the date of this press release. Suniva and SUNation expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any change in expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

No Offer or Solicitation

This communication is for informational purposes only and does not constitute (i) a solicitation of a proxy, consent or approval with respect to any securities or in respect of the proposed transactions or (ii) an offer to sell or buy, or the solicitation of an offer to sell or buy, any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR DETERMINED IF THIS PRESS RELEASE IS TRUTHFUL OR COMPLETE.

Additional Information and Where to Find It

This press release is not a substitute for the registration statement or for any other document that SUNation may file with the SEC in connection with the proposed transactions. SUNation has confidentially submitted a draft registration statement on Form S-4 to the SEC and intends to publicly file a registration statement on Form S-4 that will include a proxy statement of SUNation and a prospectus (the "proxy statement/prospectus"). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT, THE PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS WHEN FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS, CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of these documents, when available, at the SEC's website at www.sec.gov, and at SUNation's investor relations website, https://ir.sunation.com/.

Participants in the Solicitation

SUNation, Suniva and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from SUNation's shareholders in respect of the proposed transaction. Information regarding SUNation's directors and executive officers is set forth in SUNation's most recent Annual Report on Form 10-K, as filed with the SEC on March 23, 2026, as supplemented by its periodic SEC reports thereafter. Additional information regarding the participants and their direct and indirect interests will be included in the proxy statement/prospectus when it becomes publicly available.