

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): February 21, 2024

CSP Inc.

(Exact name of the registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of incorporation)

000-10843

(Commission File Number)

04-2441294

(IRS Employer Identification No.)

175 Cabot Street - Suite 210, Lowell, MA

(Address of principal executive offices)

01854

(Zip Code)

(978) 954-5038

(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:

- 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))

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.

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 \$0.01 per share | CSPI | Nasdaq Global Market |

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

On February 21, 2024, the Board of Directors of CSP Inc. (the “Company”) approved an amendment to the Company’s Articles of Organization to increase the total number of its authorized shares of Common Stock, par value \$0.01, from 7,500,000 shares to 9,753,900 shares (the “Amendment”). No shareholder approval was required under the Massachusetts Business Corporation Act (“MBCA”) with respect to the Amendment. The Amendment became effective upon filing with the Secretary of the Commonwealth of the Commonwealth of Massachusetts on February 21, 2024. The foregoing description is qualified in its entirety by reference to the Articles of Amendment to the Articles of Organization of CSP Inc., as filed as Exhibit 3.1 to this Report.

Item 8.01 Other Events.

On February 21, 2024, the Company issued a press release announcing that its Board of Directors has approved and declared a two-for-one stock split to be effected in the form of a 100% stock dividend. The stock dividend will be payable on March 20, 2024 to shareholders of record as of the close of business on March 6, 2024. A copy of the press release announcing the payment and record dates is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

- 3.1** [Articles of Amendment to the Articles of Organization of CSP Inc.](#)
 - 99.1** [Press Release of CSP, Inc. dated February 21, 2024](#)
-

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.

Date: February 22, 2024

CSP INC.

By: /s/Gary W. Levine

Name: Gary W. Levine

Title: Chief Financial Officer

To:

**D
PC**

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED Articles of Amendment FORM MUST BE TYPED
(General Laws Chapter 156D, Section 10.06; 950 CMR 113.34)

(1) Exact name of corporation: CSP Inc.

(2) Registered office address: 215 Bunker Hill Street, Charlestown, MA 02129
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): III
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: February 21, 2024
(month, day, year)

(5) Approved by:

(check appropriate box)

- the incorporators.
- the board of directors without shareholder approval and shareholder approval was not required.
- the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

Article III is being amended to increase the number of authorized shares of common stock to 9,753,900, par value \$0.01.

To change the number of shares and the par value, * if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

| WITHOUT PAR VALUE | | WITH PAR VALUE | | |
|-------------------|------------------|----------------|------------------|---------------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| | | Common | 7,500,000 | \$0.01 |
| | | | | |
| | | | | |

Total authorized after amendment:


| WITHOUT PAR VALUE | | WITH PAR VALUE | | |
|-------------------|------------------|----------------|------------------|---------------|
| TYPE | NUMBER OF SHARES | TYPE | NUMBER OF SHARES | PAR VALUE |
| | | Common | 9,753,900 | \$0.01 |
| | | | | |
| | | | | |

(7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*



Signed by:



(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this

21st

day of February

, 2024

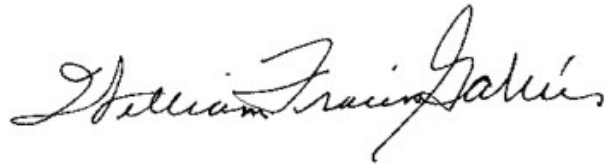


THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

February 21, 2024 01:12 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



CSP Inc. Announces 2-for-1 Stock Split in the form of a 100% Stock Dividend

LOWELL, Mass., February 21, 2024 – CSP Inc. (NASDAQ: CSPI), an award-winning provider of security and packet capture products, managed IT and professional services and technology solutions, today announced that the Board of Directors has approved and declared a two-for-one stock split in the form of a 100% stock dividend on the Company's outstanding common stock. Each stockholder of record as of the close of business on March 6, 2024 will receive one additional share of common stock for every share of common stock held.

The distribution date for the stock split, or the date on which new shares will be distributed from the Company's transfer agent, Equiniti Trust Company, LLC, will be March 20, 2024. CSPI's Common Stock is expected to trade on a post-split basis at the market open on March 21, 2024. Upon completion of the stock split, the Company expects to have approximately 9,753,900 shares outstanding.

In explaining the stock split Victor Dellovo, Chief Executive Officer, commented. "We believe the increased liquidity of CSPI shares resulting from this action will provide greater opportunities for institutional participation and enhance shareholder value at a time we are broadening our business prospects. The launch of our ARIA Zero Trust PROTECT offering is generating substantial interest, and the stock split reflects our confidence in the prospects for AZT and the rest of our business."

The Company also pays a quarterly cash dividend, which was recently increased by the Board of Directors, to \$0.05 per share on a pre-split basis. The next quarterly dividend is payable on March 08, 2024, to shareholders of record on the close of business on February 26, 2024. The Company's quarterly cash dividend in the future will be set on a split adjusted basis.

About CSPI

CSPI (NASDAQ: CSPI) operates two divisions, each with unique expertise in designing and implementing technology solutions to help their customers use technology to success. The High Performance Product division, including ARIA Cybersecurity Solutions, originated from supporting initiatives for the Department of Defense and Western intelligence agencies related to network monitoring, data protection, and intelligence initiatives. This focused mindset now results in secure data protection, enterprise wide. Our ARIA Software Defined Security solutions set provides enhanced network security, as well as accelerating incident response capabilities, while our Myricom nVoy Series appliances provide automated breach identification and notification, enabled by the 10G dropless packet capture inherent in our Myricom intelligent adapters. CSPI's Technology Solutions division helps clients achieve their business goals and accelerate time to market through innovative IT solutions and professional services by partnering with best-in-class technology providers. For organizations that want the benefits of an IT department without the cost, we offer a robust catalog of Managed IT Services providing 24x365 proactive support. Our team of engineers have expertise across major industries supporting five key technology areas: Advanced Security; Communication and Collaboration; Data Center; Networking; and Wireless & Mobility.

Safe Harbor

The Company wishes to take advantage of the “Safe Harbor” provisions of the Private Securities Litigation Reform Act of 1995 with respect to statements that may be deemed to be forward-looking under the Act. Forward-looking statements include statements in which we use words such as “expect”, “believe”, “anticipate”, “intend”, “project”, “estimate”, “should”, “could”, “may”, “plan”, “potential”, “predict”, “project”, “will”, “would” and similar expressions, including, but are not limited to, our confidence in the prospects of AZT and the rest of our business, and greater institutional participation and enhance shareholder value. The Company cautions that numerous factors could cause actual results to differ materially from forward-looking statements made by the Company. Such risks include general economic conditions, market factors, competitive factors and pricing pressures, and others described in the Company's filings with the Securities and Exchange Commission (“SEC”). Please refer to the section on forward looking statements included in the Company's filings with the SEC.
