
**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)

March 5, 2026

SONOS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38603
(Commission File Number)

03-0479476
(IRS Employer
Identification No.)

301 Coromar Drive
Santa Barbara, California 93117
(Address of principal executive offices, including zip code)

(805) 965-3001
(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):

- 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, \$0.001 par value	SONO	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The Annual Meeting of Stockholders of Sonos, Inc. (the "Company") was held on March 5, 2026 (the "Annual Meeting"). At the Annual Meeting, the stockholders of the Company approved a management proposal to amend the Company's restated certificate of incorporation (the "Restated Certificate of Incorporation") to phase in declassification of its Board of Directors (the "Board"), as further described below. In addition, the stockholders of the Company approved a management proposal to amend the Restated Certificate of Incorporation to eliminate certain supermajority voting requirements, as further described below. On March 10, 2026, the Company filed an amendment to the Restated Certification of Incorporation to effect these changes, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

In addition, on March 10, 2026, the Board approved an amendment to the Company's restated bylaws (the "Restated Bylaws") to make conforming changes to the Restated Bylaws with respect to phased in declassification of the Board, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated by reference herein.

Descriptions of the amendment to the Restated Certificate of Incorporation and the amendment to the Restated Bylaws in this Current Report on Form 8-K are qualified in their entirety by reference to a copy of such document that is filed as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, there were present, in person or by proxy, holders of 107,214,517 shares of the Company's common stock, or approximately 88.7% of the total outstanding shares eligible to be voted. The holders present voted on the five proposals presented at the Annual Meeting as follows.

Proposal One — Election of Directors

The Company's stockholders approved the election of three Class II directors to the Board for three year terms or until their respective successors are elected and qualified or until their earlier resignation or removal, by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Carmine Arabia	93,116,534	216,869	13,881,114
Tom Conrad	93,116,869	166,534	13,881,114
Julius Genachowski	84,865,384	8,468,019	13,881,114

Proposal Two — Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending October 3, 2026 by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
106,705,795	485,213	23,509	—

Proposal Three — Advisory Vote to Approve Named Executive Officer Compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on January 22, 2026 by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
84,913,366	8,307,232	112,805	13,881,114

Proposal Four — Approval of an Amendment of the Company's Restated Certificate of Incorporation to Phase in Declassification of the Board

The Company's stockholders approved the amendment of the Restated Certificate of Incorporation to phase in declassification of the Board by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
93,123,187	182,597	27,619	13,881,114

Proposal Five — Approval of an Amendment of the Company's Restated Certificate of Incorporation to Eliminate Certain Supermajority Voting Requirements

The Company's stockholders approved the amendment of the Restated Certificate of Incorporation to eliminate certain supermajority voting requirements by the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
93,052,400	253,550	27,453	13,881,114

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

3.1	Amendment to Company's Restated Certificate of Incorporation
3.2	Amendment to Company's Restated Bylaws
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

SONOS, INC.

Date: March 10, 2026

By: /s/ Eddie Lazarus
Eddie Lazarus
Chief Legal and Business Development Officer

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
SONOS, INC.**

Sonos, Inc. (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

A. This Certificate of Amendment (this “Certificate of Amendment”) amends the provisions of the Restated Certificate of Incorporation of the Corporation, as filed with the Secretary of State of the State of Delaware on March 17, 2025 (the “Restated Certificate of Incorporation”).

B. This Certificate of Amendment was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

C. Article V of the Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE V: AMENDMENT OF BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation (the “*Bylaws*”). Any adoption, amendment or repeal of the Bylaws by the Board shall require the approval of a majority of the Whole Board. For purposes of this Restated Certificate of Incorporation, the term “*Whole Board*” shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. Notwithstanding any other provision of this Restated Certificate of Incorporation (including any Certificate of Designation) or any provision of law that might otherwise permit a lesser or no vote, but in addition to any vote of the holders of any class or series of stock of the Corporation required by applicable law or by this Restated Certificate of Incorporation (including any Preferred Stock issued pursuant to any Certificate of Designation), the stockholders shall also have power to adopt, amend or repeal the Bylaws by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

D. Sections 3, 4 and 5 of Article VI of the Restated Certificate of Incorporation are hereby amended and restated in their entirety to read as follows:

3. Terms of Directors. Commencing with the election of directors at the annual meeting of stockholders to be held in 2027, subject to the special rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, the Board (other than those directors elected by the holders of any series of Preferred Stock) shall be classified into two classes: Class II and Class I, with the Class I directors consisting of those directors whose terms expire at the annual meeting of stockholders to be held in 2028 and the Class II directors consisting of those directors whose terms expire at the annual meeting of stockholders to be held in 2029. The successors of the directors whose terms expire at the annual meeting of stockholders to be held in 2027 shall be elected to Class I with a term expiring at the annual meeting of stockholders to be held in 2028. Commencing with the election of directors at the

annual meeting of stockholders to be held in 2028, there shall be a single class of directors, Class I, with all directors of such class having a term that expires at the annual meeting of stockholders to be held in 2029. The successors of the directors who, immediately prior to the annual meeting of stockholders to be held in 2028, were members of Class I (and whose terms expire at the annual meeting of stockholders to be held in 2028) shall be elected to Class I for a term that expires at the annual meeting of stockholders to be held in 2029, and the directors who, immediately prior to the annual meeting of stockholders to be held in 2028, were members of Class II and whose terms were scheduled to expire at the annual meeting of stockholders to be held in 2029 shall become Class I directors with a term expiring at the annual meeting of stockholders to be held in 2029. From and after the election of directors at the annual meeting of stockholders to be held in 2029, the Board shall cease to be classified, and the directors elected at the annual meeting of stockholders to be held in 2029 (and each annual meeting of stockholders thereafter) shall be elected for terms expiring at the next succeeding annual meeting of stockholders. Each director shall hold office until the annual meeting at which such director's term expires and until such director's successor is elected and qualified, or until such director's earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice to the Corporation given in writing or by any electronic transmission permitted by the Bylaws.

4. Removal of Directors. Subject to the special rights of the holders of any series of Preferred Stock, through the annual meeting of stockholders to be held in 2029, no director may be removed from the Board except for cause and only by the affirmative vote of the holders of at least two-thirds (2/3) of the voting power of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors voting together as a single class; thereafter, the directors of the Corporation may be removed from office with or without cause by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, at a meeting of the stockholders called for that purpose.

5. Vacancies and Newly Created Directorships. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, any vacancy occurring in the Board for any cause, and any newly created directorship resulting from any increase in the authorized number of directors, shall, unless (a) the Board determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders or (b) as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for a term expiring at the next annual meeting of stockholders or until such director's successor shall have been duly elected and qualified, or until such director's earlier death, resignation, disqualification or removal. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

E. Article X of the Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE X: AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; *provided, however*, that, notwithstanding any other provision of this Restated Certificate of Incorporation (including any Certificate of Designation) or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of the Corporation required by law or by this Restated Certificate of Incorporation (including any Certificate of Designation), and subject to Section 1 and 2.1 of Article IV, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal or adopt any provision of this Restated Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be executed by the officer below this 10th day of March, 2026.

SONOS, INC.

By: /s/ Eddie Lazarus

Name: Eddie Lazarus

Title: Chief Legal and Business Development Officer

**AMENDMENT NO. 1 TO
RESTATED BYLAWS OF
SONOS, INC.
(a Delaware corporation)**

Effective as of March 10, 2026, the Restated Bylaws (the “Bylaws”) of Sonos, Inc., a Delaware corporation, are hereby amended by replacing the text of Article II, Section 2.2 with the following:

“Election; Resignation; Removal; Vacancies. ELECTION OF DIRECTORS NEED NOT BE BY WRITTEN BALLOT. EACH DIRECTOR SHALL HOLD OFFICE UNTIL THE ANNUAL MEETING AT WHICH SUCH DIRECTOR’S TERM EXPIRES AND UNTIL SUCH DIRECTOR’S SUCCESSOR IS ELECTED AND QUALIFIED OR UNTIL SUCH DIRECTOR’S EARLIER DEATH, RESIGNATION, DISQUALIFICATION OR REMOVAL. ANY DIRECTOR MAY RESIGN BY DELIVERING A RESIGNATION IN WRITING OR BY ELECTRONIC TRANSMISSION TO THE CORPORATION AT ITS PRINCIPAL OFFICE OR TO THE CHAIRPERSON OF THE BOARD, THE CHIEF EXECUTIVE OFFICER, OR THE SECRETARY. SUCH RESIGNATION SHALL BE EFFECTIVE UPON DELIVERY UNLESS IT IS SPECIFIED TO BE EFFECTIVE AT A LATER TIME OR UPON THE HAPPENING OF AN EVENT. SUBJECT TO THE SPECIAL RIGHTS OF HOLDERS OF ANY SERIES OF PREFERRED STOCK TO ELECT DIRECTORS, DIRECTORS MAY BE REMOVED ONLY AS PROVIDED BY THE CERTIFICATE OF INCORPORATION AND APPLICABLE LAW. ALL VACANCIES OCCURRING IN THE BOARD AND ANY NEWLY CREATED DIRECTORSHIPS RESULTING FROM ANY INCREASE IN THE AUTHORIZED NUMBER OF DIRECTORS SHALL BE FILLED IN THE MANNER SET FORTH IN THE CERTIFICATE OF INCORPORATION.”

Except as specifically amended herein, the Bylaws shall remain in full force and effect.

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