

**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): September 22, 2023**

**Fisker Inc.**

(Exact name of registrant as specified in its charter)

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

**001-38625**  
(Commission  
File Number)

**82-3100340**  
(IRS Employer  
Identification No.)

**1888 Rosecrans Avenue**  
**Manhattan Beach, California 90266**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: (833) 434-7537**

**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:

- ☐ 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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, par value of \$0.00001 per share	FSR	The New York Stock Exchange

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 19, 2023, John C. Finnucan IV, the chief accounting officer of Fisker Inc. (the “Company”), provided notice of his intent to resign from the Company to become the chief financial officer of a private company that is focused on refueling solutions. Mr. Finnucan’s departure is not related to the operations, policies, or practices of the Company, or any issues regarding accounting policies or practices.

The Company has commenced searching for candidates to replace Mr. Finnucan. To help facilitate an orderly transition to the next chief accounting officer of the Company, Mr. Finnucan will remain an employee of the Company through at least October 27, 2023.

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

On August 30, 2023, the Company held a Special Meeting of Stockholders (the “Special Meeting”). At the Special Meeting, stockholders approved an amendment to the Company’s Second Amended and Restated Certificate of Incorporation to increase the total number of shares of Class A Common Stock that the Company will have authority to issue from 750,000,000 shares to 1,250,000,000 shares. The Company filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation (the “Charter Amendment”) with the Secretary of State of the State of Delaware on September 22, 2023 to reflect this amendment, which became effective immediately upon filing. The foregoing description of the Charter Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) List of Exhibits.**

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Fisker Inc., dated September 22, 2023</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

## 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: September 22, 2023

### **FISKER INC.**

By: /s/ Geeta Gupta-Fisker  
Dr. Geeta Gupta-Fisker  
Chief Financial Officer and Chief Operating Officer

**CERTIFICATE OF AMENDMENT TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
FISKER INC.**

Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

**September 22, 2023**

**FISKER INC.** (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify as follows:

1. The name of the Corporation is Fisker Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware (the “Delaware Secretary”) on October 13, 2017 under the name “Nike Energy Acquisition Corp.” The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Delaware Secretary on October 29, 2020.
3. This Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with Section 242 of the DGCL.
4. This Amendment to the Second Amended and Restated Certificate of Incorporation of the Corporation amends the Second Amended and Restated Certificate of Incorporation of the Corporation.
5. The text of Article IV, Section 1.1 of the Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read in full as follows:

The total number of shares of all classes of stock that the Corporation has authority to issue is 1,415,000,000 shares, consisting of three classes: 1,250,000,000 shares of Class A Common Stock, \$0.00001 par value per share (“***Class A Common Stock***”), 150,000,000 shares of Class B Common Stock, \$0.00001 par value per share (“***Class B Common Stock***” and together with the Class A Common Stock, the “***Common Stock***”) and 15,000,000 shares of Preferred Stock, \$0.00001 par value per share (“***Preferred Stock***”).

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Second Amended and Restated Certificate of Incorporation to be duly executed by an authorized officer this 22<sup>nd</sup> day of September, 2023.

**FISKER INC.**

By: /s/ Henrik Fisker  
 Name: Henrik Fisker  
 Title: *Chairman of the Board, President and Chief Executive Officer*



