
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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): August 4, 2025

CASTELLUM, INC.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41526

(Commission
File Number)

27-4079982

(IRS Employer
Identification No.)

1934 Old Gallows Road, Suite 350
Vienna, VA 22182

(Address of principal executive offices, including zip code)

(703) 752-6157

(Registrant's telephone number, including area code)

Check the appropriate box below if the 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communication 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 240.13(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 \$0.0001 per share	CTM	NYSE American LLC

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 1.01 Entry into a Material Definitive Agreement

On August 4, 2025 Castellum, Inc. (the "Company") and Emil Kaunitz executed a letter agreement dated August 1, 2025 to extend the maturity date of a note payable in the principal amount of \$400,000 (the "Note") to March 1, 2026, at which time the principal amount will amortize at \$50,000 per month for eight months. All other terms of the Note remain unchanged.

Item 8.01 Other Events

On August 4, 2025, the Company prepaid \$2 million in principal on a note payable to Robert Eisiminger (the "Eisiminger Note") which matures on August 31, 2026. The remaining principal balance on the Eisiminger Note is \$2 million. The Company issued a press release concerning the prepayment, the full text of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<i>Exhibit No.</i>	<i>Exhibit Title</i>
10.1	Second Letter Agreement dated August 1, 2025 by and between the Company and Emil Kaunitz
99.1	Press Release dated August 5, 2025
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.

CASTELLUM, INC.

Date: August 5, 2025

By: /s/ Glen R. Ives

Name: Glen R. Ives

Title: Chief Executive Officer (Principal Executive Officer)

August 1, 2025

Mr. Emil Kaunitz
VIA EMAIL

Re: Second letter agreement regarding promissory note

Dear Emil:

This second letter agreement sets forth our agreement regarding your existing \$400,000 promissory note issued in August 2021 and owed by Castellum, Inc. (“Castellum”) and one or more of its affiliates to you (the “Note”). We have agreed as follows:

Maturity extension. You have agreed to extend the maturity date of the Note to March 1, 2026, at which point the Note will amortize at \$50,000 per month for eight months. The other terms of the Note are to remain unchanged.

Thank you, as always, for your strong support of Castellum.

Sincerely,

/s/ Glen R. Ives

Glen R. Ives
Chief Executive Officer

Agreed to:
EMIL KAUNITZ

/s/ Emil Kaunitz



Castellum, Inc. Reduces Principal Balance by \$2 Million on Note Payable to Robert Eisiminger

VIENNA, Va., Aug. 05, 2025 (GLOBE NEWSWIRE) -- Castellum, Inc. (NYSE-American: CTM) ("Castellum" or "CTM"), a cybersecurity, electronic warfare, and software engineering services company focused on the federal government, announces that it has reduced the principal balance on a note payable to Robert Eisiminger by \$2 million, leaving an aggregate principal balance owed of \$2 million.

"With this paydown, our total long-term debt is now less than \$3 million, a remarkable change from where we were just one year ago. This move is another testimony to Castellum's focus, strategy, and performance," states David Bell, Chief Financial Officer of Castellum.

"Our continued success in implementing our debt reduction plan continues to strengthen our healthy balance sheet and supports our unwavering commitment to our organic growth strategy. We are well-positioned to make the right and timely investments to further strengthen our business development capability to win major prime contracts. This is another significant step in growing CTM better, stronger, and bigger for what's most important to us: our people, mission customers, and shareholders," states Glen Ives, Chief Executive Officer of Castellum.

About Castellum, Inc.

Castellum, Inc. (NYSE-American: CTM) is a cybersecurity, electronic warfare, and software engineering services company focused on the federal government - <https://castellumus.com/>.

Cautionary Statement Concerning Forward-Looking Statements:

This release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent the Company's expectations or beliefs concerning future events and can generally be identified by the use of statements that include words such as "estimate," "project," "believe," "anticipate," "shoot to," "intend," "plan," "foresee," "likely," "will," "would," "appears," "goal," "target" or similar words or phrases. Forward-looking statements include, but are not limited to, statements regarding the Company's expectations for revenue growth and new customer opportunities, improvements to cost structure, and profitability. Forward-looking statements include, but are not limited to, statements regarding the Company's expectations for revenue growth and new customer opportunities and

other customers, improvements to cost structure, and profitability. These forward-looking statements are subject to risks, uncertainties, and other factors, many of which are outside of the Company's control, that could cause actual results to differ materially from the results expressed or implied in the forward-looking statements, including, among others: the Company's ability to compete against new and existing competitors; its ability to effectively integrate and grow its acquired companies; its ability to identify additional acquisition targets and close additional acquisitions; the impact on the Company's revenue due to a delay in the U.S. Congress approving a federal budget, operating under a prolonged continuing resolution, government shutdown, or breach of the debt ceiling, as well as the imposition by the U.S. government of sequestration in the absence of an approved budget; the ability of the U.S. federal government to unilaterally cancel a contract with or without cause, and more specifically, the potential impact of the U.S. DOGE Service Temporary Organization on government spending and terminating contracts for convenience. For a more detailed description of these and other risk factors, please refer to the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission ("SEC") which can be viewed at www.sec.gov. All forward-looking statements are inherently uncertain, based on current expectations and assumptions concerning future events or future performance of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements, which are only predictions and speak only as of the date hereof. The Company expressly disclaims any intent or obligation to update any of the forward-looking statements made in this release or in any of its SEC filings except as may be otherwise stated by the Company.

Contact:

Glen Ives

President and Chief Executive Officer

Phone: (703) 752-6157

info@castellumus.com

<https://castellumus.com>

A photo accompanying this announcement is available at <https://www.globenewswire.com/NewsRoom/AttachmentNg/a95a9f83-2e92-4b3c-9b26-dcd7550cf2d7>.