

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): December 12, 2023

AULT ALLIANCE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-12711
(Commission File Number)

94-1721931
(I.R.S. Employer Identification No.)

11411 Southern Highlands Parkway, Suite 240, Las Vegas, NV 89141
(Address of principal executive offices) (Zip Code)

(949) 444-5464
(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))

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	AULT	NYSE American
13.00% Series D Cumulative Redeemable Perpetual Preferred Stock, par value \$0.001 per share	AULT PRD	NYSE American

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

On December 8, 2023, Ault Alliance, Inc., a Delaware corporation (the “**Company**”), filed a certificate of elimination of the certificate of designations of preferred stock of Ault Alliance, Inc. (the “**Certificate of Elimination**”) with the Secretary of State of the state of Delaware with respect to the Company’s Series B convertible preferred stock, par value \$0.001 per share (“**Series B Convertible Preferred Stock**”) which, effective upon filing, eliminated from the Company’s Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations of Preferences, Rights and Limitations of Series B Convertible Preferred Stock. A copy of the Certificate of Elimination with respect to the Company’s Series B Convertible Preferred Stock is attached as Exhibit 3.1 to this report and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Elimination of the Series B Convertible Preferred Stock of Ault Alliance, Inc.
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

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.

AULT ALLIANCE, INC.

Dated: December 12, 2023

/s/ Henry Nisser

Henry Nisser
President and General Counsel

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:36 PM 12/08/2023
 FILED 05:36 PM 12/08/2023
 SR 20234178671 - FileNumber 6551776

**CERTIFICATE OF ELIMINATION
 OF THE
 CERTIFICATE OF DESIGNATIONS
 OF
 PREFERRED STOCK
 OF
 AULT ALLIANCE, INC.**

**Pursuant to Section 151(g)
 of the General Corporation Law
 of the State of Delaware**

Ault Alliance, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

FIRST: Pursuant to the authority to the Board of Directors of the Corporation (the “**Board**”) by Section 151 of the DGCL, the Board, by resolution duly adopted, authorized the issuance of, and established the voting powers, designation, preferences and relative, participating and other rights, and the qualifications, limitations and restrictions of shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the “**Series B Preferred Stock**”), as evidenced by the Certificate of Elimination of the Certificates of Designations of Preferred Stock of DPW Holdings, Inc. (the “**Certificate**”) which provided for, among other items, the conversion of the previously outstanding shares of Series B Convertible Stock of Digital Power Corporation, a California corporation (“**DPC**”) into shares of Series B Preferred Stock. The Certificate was filed with the State of Delaware on December 21, 2018 and was drafted in connection with the merger of DPC with and into the Corporation, formerly known as DPW Holdings, Inc. The Certificate of Merger was filed with the State of Delaware on December 28, 2017.

SECOND: No shares of Series B Preferred Stock are outstanding and none will be issued subject to the Certificate of Designations governing such Series B Preferred Stock (the “**Certificate of Designations**”).

THIRD: At a special meeting of the Board dated December 5, 2023, the Board duly adopted the following resolutions approving the proposed elimination of the Series B Preferred Stock as follows:

WHEREAS, the Certificate of Incorporation, as amended, of the Corporation provides for a class of its authorized stock known as preferred stock, comprised of 25,000,000 shares, \$0.001 par value per share, issuable from time to time in one or more classes;

WHEREAS, the Corporation previously authorized and designated a series of preferred stock entitled the Series B Convertible Preferred Stock (the “**Previous Class**”), on in connection with a Certificate of Elimination dated December 21, 2018 and a Certificate of Merger dated December 21, 2018; and

WHEREAS, the shares of the Previous Class was surrendered for cancellation by its holder on October 13, 2023.

NOW, THEREFORE IT IS RESOLVED, the Corporation hereby eliminates the Certificate of Designations originally provided for in the Certificate of Elimination of the Certificates of Designations of Preferred Stock of DPW Holdings, Inc. (the “**Certificate**”) filed with the State of Delaware on December 21, 2018 related to the Previous Class, and be it further;

RESOLVED, that the Corporation’s Executive Chairman, its Chief Executive Officer and its President (each, an “**Authorized Person**”) be, and each of them individually is, authorized to execute the foregoing documents and/or instruments in connection with the elimination of the Certificate of Designations on behalf of the Corporation, together with such amendments and changes thereto as such Authorized Person in his sole discretion shall approve, and together with any other documents and/or instruments executed in connection therewith, his signature thereon to be conclusive evidence of such approval; and be it further

RESOLVED, that in addition to and without limiting the foregoing, each Authorized Person and the Corporation’s attorney, be and hereby is authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by such officer in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and be it further

RESOLVED, that all prior actions taken by the Corporation and/or its officers for and/or on behalf of the Corporation be, and each such action hereby is, approved, ratified and confirmed; and be it further



RESOLVED, that this unanimous written consent may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and may be delivered to the Corporation by facsimile or by an e-mail which contains a portable document format (.pdf) file of an executed signature page; and be it further

FOURTH: In accordance with Section 151(g) of the DGCL, the shares that were designated as Series B Preferred Stock are hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Corporation, without designation as to series.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the 8th day of December, 2023.

AULT ALLIANCE, INC.

By: /s/ Henry Nisser

Name: Henry Nisser

Title: President
