

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): April 4, 2024

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; CHANGE IN FISCAL YEAR

Certificate of Increase to Certificate of Designations of Preferences, Rights and Limitations of Series C Convertible Preferred Stock

As previously reported on Current Report Form 8-K filed with the Securities and Exchange Commission (the “**Commission**”) on November 7, 2023, on November 6, 2023 (the “**Execution Date**”), Ault Alliance, Inc., a Delaware corporation (the “**Company**”) entered into a Securities Purchase Agreement (the “**Agreement**”) with Ault & Company, Inc., a Delaware corporation (the “**Purchaser**”), pursuant to which the Company agreed to sell to the Purchaser up to 50,000 shares of Series C convertible preferred stock (the “**Series C Convertible Preferred Stock**”), and warrants (the “**Series C Warrants**”) to purchase shares of the Company’s common stock, par value \$0.001 per share (the “**Common Stock**”) for a total purchase price of up to \$50,000,000.00 (the “**Financing**”).

As previously reported on Current Report Form 8-K filed with the Commission on March 26, 2024, on March 25, 2024 the Company and the Purchaser entered into an amendment (the “**Amendment**”) that amends (i) the Agreement, (ii) the Certificate of Designation of Preferences, Rights and Limitations of the Series C Convertible Preferred Stock (the “**COD**”) and (iii) the number of Series C Warrants, to provide for (A) an increase in the Financing (as defined below) from \$50,000,000.00 to \$75,000,000.00 and (B) an extension of the date to closing the final tranche of the Financing.

On April 3, 2024, the Company filed a Certificate of Increase (the “**Certificate**”), for the Series C Convertible Preferred Stock with the Secretary of State of the State of Delaware). The Series Certificate Amendment was approved on April 3, 2024, by an affirmative vote of the holder of the Series C Convertible Preferred Stock outstanding as of such date and by the unanimous affirmative vote of the board of directors of the Company on March 21, 2024. The Certificate became effective upon filing with the Secretary of State of the State of Delaware.

Pursuant to the Certificate, the number of shares of preferred stock designated as the Series C Convertible Preferred Stock was increased from 50,000 to 75,000.

The foregoing description of the Certificate does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate, a copy of which is attached as **Exhibit 3.1** to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Increase to Certificate Designations of Preferences, Rights and Limitations of Series C Convertible Preferred Stock
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: April 4, 2024

/s/ Henry Nisser
Henry Nisser
President and General Counsel

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF DESIGNATION OF "AULT ALLIANCE,
INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF APRIL, A.D.
2024, AT 1:15 O`CLOCK P.M.



6551776 8100
SR# 20241287457

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203174588
Date: 04-03-24

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:15 PM 04/03/2024
FILED 01:15 PM 04/03/2024
SR 20241287457 - File Number 6551776

**CERTIFICATE OF INCREASE
OF
SERIES C CONVERTIBLE 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 Delaware General Corporation Law (the "**Corporation**") DOES HEREBY CERTIFY:

That pursuant to the authority expressly granted and vested in the Board of Directors of the Corporation (the "**Board**") by the Certificate of Incorporation of the Corporation, the Board has adopted the following resolutions increasing the number of authorized shares of Series C Convertible Preferred Stock of the Corporation:

RESOLVED, that pursuant to the Certificate of Designation of Series C Convertible Preferred Stock of the Corporation (the "**Certificate of Designation**"), filed with the Secretary of State of the State of Delaware on November 15, 2023, pursuant to Section 151 of the Delaware General Corporation Law, the Corporation was authorized to issue 50,000 shares of Series C Convertible Preferred Stock, as a series of the Corporation's authorized Preferred Stock, par value \$0.001 per share; and, be it further

RESOLVED, that pursuant to the authority expressly granted and vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and the consent of the holder of a majority of the outstanding shares of Series C Convertible Preferred Stock, as required by the Certificate of Designation, the number of shares of the series of Preferred Stock of the Corporation designated as Series C Convertible Preferred Stock be, and hereby is, increased from 50,000 shares to 75,000 shares; and, be it further

RESOLVED, that each of the Executive Chairman, the Chief Executive Officer and the President of the Corporation be and hereby are authorized and directed in the name and on behalf of the Corporation to execute and file a Certificate (the "**Certificate of Increase**") with the Secretary of State of the State of Delaware increasing the number of shares constituting the Series C Convertible Preferred Stock from 50,000 shares to 75,000 shares and to take any and all other actions deemed necessary or appropriate to effectuate this resolution; and, be it further

RESOLVED, that any officer of the Corporation be, and each hereby is, authorized and directed in the name and on behalf of the Corporation to prepare, file and deliver any and all notices or other filings that may be required by applicable law as determined by such officer(s), the Certificate of Designation or the Certificate of Increase.

* * * * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Increase to be duly executed on its behalf by its undersigned President as of April 3, 2024.

By: /s/ Henry Nisser
Name: Henry Nisser
Title: President
