

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d) of the
Securities Exchange Act of 1934

May 4, 2023

Date of Report (Date of earliest event reported)

ROTH CH ACQUISITION V CO.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-41105
(Commission File Number)

86-1229207
(I.R.S. Employer
Identification Number)

888 San Clemente Drive, Suite 400
Newport Beach, CA
(Address of Principal Executive Offices)

92660
(Zip Code)

Registrant's telephone number, including area code: (949) 720-5700

Not Applicable

(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))

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 | ROCL | The Nasdaq Stock Market LLC |
| Warrants | ROCLW | The Nasdaq Stock Market LLC |
| Units | ROCLU | 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 (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 April 20, 2023, Roth CH Acquisition V Co., a Delaware corporation (the "Company"), filed a preliminary proxy statement with the U.S. Securities and Exchange Commission ("SEC") in connection with the special meeting of stockholders to be held on May 17, 2023. As more fully described in the definitive proxy statement to be filed by the Company with the SEC, the special meeting will be held for the purpose of considering and voting on a proposal to amend (the "Extension Amendment") the Company's amended and restated certificate of incorporation, to extend the date by which the Company has to consummate a business combination up to six (6) times, each such extension for an additional one (1) month period, from June 3, 2023 to December 4, 2023.

As previously reported, on May 3, 2023, the Company entered into non-redemption agreements with certain stockholders owning, in the aggregate, 1,310,409 shares of the Company's common stock, pursuant to which such stockholders agreed, among other things, not to redeem or exercise any right to redeem such public shares in connection with the Extension Amendment. On May 4, 2023, the Company entered into additional non-redemption agreements with certain stockholders owning, in the aggregate, 689,591 shares of the Company's common stock, pursuant to which such stockholders agreed, among other things, not to redeem or exercise any right to redeem such public shares in connection with the Extension Amendment. Certain initial stockholders of the Company agreed to pay the stockholders that entered into such agreements \$0.04 per share for each one-month extension in connection with such agreements. The Company may enter into other agreements with one or more stockholders pursuant to which such stockholders will agree not to redeem all or a portion of their public shares in connection with the Extension Amendment. No additional funds will be deposited into the Trust Account.

A form of the non-redemption agreement was filed as Exhibit 10.1 with the Current Report on Form 8-K filed by the Company with the SEC on May 3, 2023 and is incorporated herein by reference. The foregoing description of the non-redemption agreements and the transactions contemplated thereby is not complete and is qualified in its entirety by reference to the form of non-redemption agreement filed therewith.

Item 9.01 Financial Statements and Exhibits

| Exhibit Number | Description |
|---------------------------|--|
| 10.1 | Form of Non-Redemption Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 3, 2023). |
| 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.

Dated: May 4, 2023

ROTH CH ACQUISITION V CO.

By: /s/ John Lipman
Name: John Lipman
Title: Co-Chief Executive Officer and Co-Chairman of the Board
