

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

November 30, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 1, 2023, as approved by its stockholders at a special meeting of stockholders held on December 1, 2023 (the "Special Meeting"), Roth CH Acquisition V Co., a Delaware corporation (the "Company"), filed with the Delaware Secretary of State an amendment to its amended and restated certificate of incorporation (the "Charter Amendment"), to, among other things, (i) give the Company the right to extend the date by which the Company has to consummate a business combination up to twelve (12) times, each such extension for an additional one (1) month period (each, an "Extension"), from December 4, 2023 to December 3, 2024 (i.e., for a period of time ending 36 months from the consummation of the IPO) and (ii) expand the methods that the Company may employ to not become subject to the "penny stock" rules of the Securities and Exchange Commission.

The foregoing description of the Charter Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, a copy of which is filed with this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On November 6, 2023, the record date for the Special Meeting, there were 5,847,012 shares of common stock of the Company entitled to be voted at the Special Meeting. At the Special Meeting, 5,393,779 shares of common stock of the Company or 92.25% of the shares entitled to vote at the Special Meeting were represented in person or by proxy.

The final results for each of the matters submitted to a vote of the Company's stockholders at the Special Meeting are as follows:

**1. Extension Amendment**

The Company's stockholders approved the proposal to allow the Company, without further stockholder approval, to amend the Company's amended and restated certificate of incorporation (the "Charter"), to extend the date by which the Company has to consummate a business combination up to twelve (12) times, each such extension for an additional one (1) month period, from December 4, 2023 to December 3, 2024 (i.e., for a period of time ending 36 months after the consummation of the Company's initial public offering) (the "Extension Amendment"). Adoption of the Extension Amendment required approval by the affirmative vote of at least a majority of the Company's outstanding shares of common stock. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
5,345,029	48,750	0	0

## 2. NTA Requirement Amendment

The Company's stockholders approved the proposal to amend the Charter to expand the methods that the Company may employ to not become subject to the "penny stock" rules of the Securities and Exchange Commission (the "NTA Requirement Amendment"). Adoption of the NTA Requirement Amendment required approval by the affirmative vote of at least a majority of the Company's outstanding shares of common stock. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
5,354,659	39,120	0	0

1

## 3. Trust Liquidation Amendment

The Company's stockholders approved the proposal to allow the Company, without further stockholder approval, to amend the Charter to delete the various provisions applicable only to special purpose acquisition companies and provide for the liquidation of the trust account established in connection with the Company's initial public offering (the "Trust Liquidation Amendment"). Adoption of the Trust Liquidation Amendment required approval by the affirmative vote of at least a majority of the Company's outstanding shares of common stock. The voting results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
5,345,029	48,750	0	0

On December 1, 2023, the Company filed the Charter Amendment to effect the Extension Amendment and the NTA Requirement Amendment. The Trust Liquidation Amendment will not be implemented and will be abandoned.

### Item 8.01 Other Events.

In connection with the stockholders' vote at the Special Meeting, 927,715 shares of common stock were tendered for redemption as of December 1, 2023.

### Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
3.1	<a href="#">Amendment to the Amended and Restated Certificate of Incorporation of Roth CH Acquisition V Co. dated December 1, 2023</a>

2

## 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: December 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

3

CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
ROTH CH ACQUISITION V CO.

December 1, 2023

Roth CH Acquisition V Co., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is “Roth CH Acquisition V Co.”.
2. The Corporation’s Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on November 5, 2020 under the name of “Roth CH Acquisition V Co.” and thereafter amended by a Certificate of Amendment to the Certificate of Incorporation on November 12, 2020 and a Certificate of Amendment to the Certificate of Incorporation on November 22, 2021. The Amended and Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on November 30, 2021 and thereafter amended by a Certificate of Amendment to the Certificate of Incorporation on May 17, 2023 (as amended, the “**Amended and Restated Certificate**”).
3. This Certificate of Amendment to the Amended and Restated Certificate amends the Amended and Restated Certificate.
4. This Certificate of Amendment to the Amended and Restated Certificate was duly adopted by the Board of Directors of the Corporation and the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.
5. The text of Paragraph D of Article SIXTH is hereby amended and restated to read in full as follows:  
“The Corporation will not consummate any Business Combination unless it (or any successor) (i) has net tangible assets of at least \$5,000,001 immediately prior to or upon consummation of such Business Combination, or (ii) is otherwise exempt from the provisions of Rule 419 promulgated under the Securities Act of 1933, as amended.”
6. The text of Paragraph E of Article SIXTH is hereby amended and restated to read in full as follows:

“In the event that the Corporation does not consummate a Business Combination by December 4, 2023, or, if the Corporation shall, in its sole discretion, extend the date by which the Corporation shall have to consummate a Business Combination, on a monthly basis, for up to an additional twelve months, through December 3, 2024 (or, in each case, if the Office of the Delaware Division of Corporations shall not be open for business (including filing of corporate documents) on such date the next date upon which the Office of the Delaware Division of Corporations shall be open, the “Termination Date”), the Corporation shall (i) cease all operations except for the purposes of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter redeem 100% of the IPO Shares for cash for a redemption price per share as described below (which redemption will completely extinguish such holders’ rights as stockholders, including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to approval of the Corporation’s then stockholders and subject to the requirements of the GCL, including the adoption of a resolution by the Board of Directors pursuant to Section 275(a) of the GCL finding the dissolution of the Corporation advisable and the provision of such notices as are required by said Section 275(a) of the GCL, dissolve and liquidate the balance of the Corporation’s net assets to its remaining stockholders, as part of the Corporation’s plan of dissolution and liquidation, subject (in the case of (ii) and (iii) above) to the Corporation’s obligations under the GCL to provide for claims of creditors and other requirements of applicable law. In such event, the per share redemption price shall be equal to a pro rata share of the Trust Fund plus any pro rata interest earned on the funds held in the Trust Fund and not previously released to the Corporation for its working capital requirements or necessary to pay its taxes divided by the total number of IPO Shares then outstanding.”

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IN WITNESS WHEREOF, Roth CH Acquisition V Co. has caused this Amendment to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of the date first set above.

Roth CH Acquisition V Co.

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

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