

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): **October 13, 2023**

Nxu, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-41509

(Commission
File Number)

92-2819012

(IRS Employer
Identification No.)

1828 N. Higley Rd. Ste 116, Mesa, AZ 85205

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(602) 309-5425**

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 (*see* General Instruction A.2. below):

- 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
Class A Common Stock, par value \$0.0001 per share	NXU	NASDAQ

Indicate by checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) of 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 7.01. Regulation FD Disclosure.

Nxu, Inc. (the “Company”) issued a message regarding its compliance with certain listing requirements of the Nasdaq Stock Market. A copy of the message is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein solely for purposes of this Item 7.01 disclosure.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any of the Company’s filings under the Securities Act of 1933 as amended, or the Exchange Act whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibit.

(d) Exhibits

Exhibit No.	Description
99.1	Message from Nxu Regarding Nasdaq Compliance
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Nxu, Inc.

Date: October 13, 2023

By: /s/ Mark Hanchett
Mark Hanchett
Chief Executive Officer

A message from Nxu regarding Nasdaq compliance

Nxu was notified that it failed to comply with Nasdaq's Listing Rule 5550(b)(1) and was issued a delisting notification. Once a company receives a delisting notice, it can file a hearing request, which stays (i.e. pauses) any delisting action of the company's securities until the hearing process has been completed. Within 45 days of the delisting notification, the Company must present to Nasdaq its plan for regaining compliance. If the Nasdaq hearings panel finds the Company's plan compelling, it may grant the company up to an additional 180 days to implement its plan and regain compliance. Nxu intends to request a hearing next week. The Company's securities will continue to be traded and will not be delisted while the hearing process takes its course.

Aligned with our core values, we want to provide as much transparency as possible to our stakeholders. We value your partnership and understand your desire for more information, so we will try to share as much as we can. As part of our appeal, we intend to present a plan similar to the outline below to evidence the steps we intend to take to regain Nasdaq compliance.

Nxu does not meet Nasdaq's continued listing standards by two different metrics: stockholders' equity (\$2,500,000) and minimum bid price (\$1.00). Our compliance plan will utilize several methods to bring Nxu back into compliance with Nasdaq's listing requirements.

- To increase stockholders' equity, Nxu can sell additional shares of common stock
 - o Nxu recently announced an offering of 42,666,667 shares of Class A common stock in a public offering on a Form S-1 registration statement
 - o Since it has been public for more than a year, Nxu can file a Form S-3 registration statement for an at-the-market facility to sell additional shares of common stock
 - o Nxu will continue to explore other avenues for additional investment with its bankers and strategic partners
 - o Sales of additional shares of common stock could have the potential to increase Nxu's stockholders' equity above the Nasdaq minimum requirement of \$2,500,000.
- To address the minimum bid price deficiency, Nxu can effectuate a reverse stock split.
 - o The CEO and President can execute a shareholder resolution by written consent and complete a reverse stock split after filing an information statement and waiting 20 calendar days. Once completed, the reverse stock split could result in the Company's share price exceeding Nasdaq's minimum bid price of \$1.00.

Nxu believes this multi-pronged approach to increasing stockholders' equity and raising the minimum bid price will address all areas in which it does not meet Nasdaq's listing standards and will bring Nxu back into compliance. Regaining Nasdaq compliance will ultimately set the company up to execute against its vision of a future where energy is harnessed in a way that is abundant, accessible and infinite, to make electric mobility viable.
