

**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 Earliest Event Reported): June 22, 2023

SHAPEWAYS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39092
(Commission
File Number)

87-2876494
(I.R.S. Employer
Identification Number)

12163 Globe St.
Livonia, MI
(Address of principal executive offices)

48150
(Zip Code)

(734) 422-6060
(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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.0001	SHPW	New York Stock Exchange
Warrants, each warrant exercisable for one share of Common Stock for \$11.50 per share	SHPW WS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Exchange Act.

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 22, 2023, Shapeways Holdings, Inc. (the "Company") filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the "Certificate of Amendment") to the Company's Certificate of Incorporation to effect a 1-for-8 (the "Final Ratio") reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding shares of common stock, par value \$0.0001 per share (the "Common Stock"), which became effective as of 4:01 p.m. Eastern Time on June 22, 2023 (the "Effective Date"). The Common Stock is expected to begin trading on the New York Stock Exchange on a split-adjusted basis at the opening of trading on June 23, 2023. The Common Stock will continue to trade under the symbol "SHPW" under new CUSIP number 81947T 201.

As a result of the Reverse Stock Split, every eight shares of Common Stock issued and outstanding will be converted into one share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive fractional shares because they held a number of shares of Common Stock not evenly divisible by the Final Ratio will automatically receive a cash payment equal to the value of such fractional share based on the closing price of the Common Stock as of the Effective Date.

The Reverse Stock Split will not reduce the number of authorized shares of Common Stock of 120,000,000, or change the par value of the Common Stock. The Reverse Stock Split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of Common Stock (except to the extent that the Reverse Stock Split would result in any stockholders owning a fractional share).

All outstanding options, warrants, and restricted stock units entitling their holders to receive or purchase shares of Common Stock will be adjusted as a result of the Reverse Stock Split, as required by the terms of each security. Prior to the Reverse Stock Split, the Company had listed warrants to purchase a total of 18,410,000 shares of Common Stock, with each whole warrant being exercisable for one share of Common Stock at \$11.50 per share. Warrants will be proportionately adjusted pursuant to the Final Ratio, such that every eight shares of Common Stock that may be purchased pursuant to the warrants immediately prior to the Reverse Stock Split will represent one share of Common Stock that may be purchased pursuant to such warrants immediately following the Reverse Stock Split. Correspondingly, the exercise price per share of Common Stock attributable to such warrants immediately prior to the Reverse Stock Split will be proportionately increased, such that the warrant price immediately following the Reverse Stock Split will be \$92, which equals the product of eight multiplied by \$11.50, the exercise price per share immediately prior to the Reverse Stock Split. The number of shares of Common Stock subject to the warrants will be proportionately decreased by eight times, to an aggregate of 2,301,250 shares. The terms of the Company's outstanding warrants do not permit issuance of fractional shares upon exercise of such warrants. Instead, the number of shares issuable shall be rounded up or down to the nearest whole number upon exercise of the warrants. The redemption trigger price of the warrants will also be correspondingly proportionately increased, such that the redemption trigger price immediately following the Reverse Stock Split will be \$144, which equals the product of eight multiplied by \$18.00, the redemption trigger price immediately prior to the Reverse Stock Split.

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

Item 8.01 Other Events.

On June 22, 2023, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference herein.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Certificate of Incorporation of the Company, effective June 22, 2023.
99.1	Press release issued by Shapeways Holdings, Inc. dated June 22, 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: June 22, 2023

Shapeways Holdings, Inc.

By: /s/ Alberto Recchi
Name: Alberto Recchi
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
THE CERTIFICATE OF INCORPORATION
OF
SHAPEWAYS HOLDINGS, INC.**

Shapeways Holdings, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That a resolution was duly adopted on April 30, 2023, by the Board of Directors of the Corporation (the “**Board**”) setting forth an amendment to the certificate of incorporation of the Corporation (the “**Certificate of Incorporation**”), as previously filed with the Secretary of State of the State of Delaware, and declaring said amendment to be advisable. The stockholders of the Corporation duly approved and adopted said proposed amendment at the annual meeting of stockholders held on June 15, 2023. The proposed amendment, which has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, is as follows:

The first paragraph of Article **FOURTH** of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 130,000,000 shares, consisting of (i) 120,000,000 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), and (ii) 10,000,000 shares of preferred stock, par value \$0.0001 per share (“**Preferred Stock**”). Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the capital stock of the Corporation entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.

Upon the filing and effectiveness (the “**Effective Time**”) pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each eight (8) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “**Reverse Stock Split**”).

SECOND: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

THIRD: This Certificate of Amendment shall become effective on June 22, 2023 as of 4:01 p.m. Eastern Time.

IN WITNESS WHEREOF, SHAPEWAYS HOLDINGS, INC. has caused this Certificate of Amendment to be executed by the undersigned, a duly authorized officer, on this 22nd day of June, 2023.

/s/ Greg Kress

Greg Kress, Chief Executive
Officer



Shapeways 1-for-8 Reverse Stock Split Becomes Effective
Common stock expected to begin trading on a split-adjusted basis on June 23, 2023

New York, NY, June 22, 2023 – Shapeways Holdings, Inc. (NYSE: SHPW) (“Shapeways” or the “Company”), a leader in the large and fast-growing digital manufacturing industry, announced today that its previously announced 1-for-8 reverse stock split of the Company’s common stock, par value \$0.0001 per share, and corresponding common stock adjustment became effective at 4:01 p.m. Eastern Time on June 22, 2023. The Company’s common stock is expected to begin trading on a split-adjusted basis on the New York Stock Exchange (“NYSE”) when the markets open on June 23, 2023, under the existing trading symbol “SHPW” and new CUSIP number: 81947T201.

The primary goal of the reverse stock split is to increase the per share market price of the Company's common stock to meet the minimum \$1.00 average closing price requirement for continued listing on the NYSE. As a result of the reverse stock split, every eight shares of the Company's issued and outstanding common stock automatically combined into one share of issued and outstanding common stock. No fractional shares will be issued as a result of the reverse stock split. Instead, each stockholder will be entitled to receive a cash payment in lieu thereof at a price equal to the fraction of one share to which the stockholder would otherwise be entitled multiplied by the closing price per share of the Company’s common stock on the NYSE on June 22, 2023. The reverse stock split did not reduce the number of authorized shares of the Company’s common stock or change the par value of the common stock. The reverse stock split affects all stockholders uniformly and does not affect any stockholder's ownership percentage of the common stock (except to the extent that the reverse stock split would result in any stockholders owning a fractional share). In addition, the terms of all outstanding options, warrants, and restricted stock units are being proportionately adjusted, in accordance with the terms of the applicable agreement.

Continental Stock Transfer & Trust Company is acting as transfer and exchange agent for the reverse stock split. Registered stockholders who hold shares of the Company’s common stock are not required to take any action to receive post-reverse split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker's particular processes, and will not be required to take any action in connection with the reverse stock split.

Additional information about the reverse stock split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 1, 2023, as supplemented on May 15, 2023, which is available free of charge on the SEC’s website at www.sec.gov and on the Company’s website at <https://www.shapeways.com>.

About Shapeways

Shapeways is a leader in the large and fast-growing digital manufacturing industry combining high quality, flexible on-demand manufacturing powered by purpose-built proprietary software which enables customers to rapidly transform digital designs into physical products, globally. Shapeways makes

industrial-grade additive manufacturing accessible by fully digitizing the end-to-end manufacturing process, and by providing a broad range of solutions utilizing 12 additive manufacturing technologies and approximately 120 materials and finishes, with the ability to easily scale new innovation. To date, Shapeways has delivered over 24 million parts to 1 million customers in over 180 countries. To learn more, please visit <https://www.shapeways.com>.

Contact Information

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