

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

Date of Report (Date of earliest event reported): July 25, 2022

EXELA TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-36788

(Commission File Number)

47-1347291

(I.R.S. Employer
Identification Number)

**2701 E. Grauwlyer Rd.
Irving, TX**

(Address of principal executive offices)

75061

(Zip Code)

Company's telephone number, including area code: **(844) 935-2832**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, Par Value \$0.0001 per share	XELA	The Nasdaq Stock Market LLC
6.00% Series B Cumulative Convertible Perpetual Preferred Stock, par value \$0.0001 per share	XELAP	The Nasdaq Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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))

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 Securities Exchange Act of 1934.

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On July 26, 2022, Exela Technologies BPA, LLC, a subsidiary of the registrant, entered into an employment agreement with Suresh Yannamani. The agreement memorializes the existing terms of Mr. Yannamani's compensation, namely an annual base salary of \$422,500, subject to annual review, and eligibility to participate in the Exela Technologies, Inc. Executive Bonus Plan with a bonus target of 100% of the base salary with a maximum stretch level performance target of 250% of base salary. In addition, the agreement provides for severance in an amount equal to the sum of two times the then current salary and the bonus target, in the case of termination for reasons other than cause or without good reason. The Agreement also memorializes Mr. Yannamani's appointment as chief executive officer of the subsidiary. In connection with his entry into the agreement, Mr. Yannamani ceased being President of the registrant. The agreement expires on its one-year anniversary and automatically renews for successive one-year periods unless terminated by either party.

The foregoing description of the employment agreement does not purport to be a complete description of all of the terms, provisions, covenants and agreements contained in the agreement, and is subject to and qualified in its entirety by reference to the full text of the agreement, a copy of which will be filed as an exhibit to the Company's next Quarterly Report on Form 10-Q, and will be incorporated herein in its entirety by reference.

Item 5.03 Amendment to Articles of Incorporation or Bylaws

Reverse Stock Split

On July 25, 2022, Exela Technologies, Inc. ("Exela" or the "Company") announced that it filed a Certificate of Amendment of the Company's Second Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Amendment"), with the Secretary of State of Delaware, to effect a 1-for-20 reverse stock split (the "Reverse Split") of the Company's issued and outstanding shares of common stock, par value \$0.0001 per share (the "Common Stock"), at 5:00 p.m. Eastern Time on that date. Beginning with the opening of trading on July 26, 2022, the Company's Common Stock will trade on The Nasdaq Capital Market on a split-adjusted basis under a new CUSIP number 30162V706 and will continue to trade under the symbol "XELA."

As a result of the Reverse Split, every twenty (20) shares of the Company's Common Stock issued and outstanding will be converted into one (1) share of Common Stock. No fractional shares will be issued in connection with the Reverse Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock will instead receive cash in lieu of fractional shares based on the closing sales price of the Company's Common Stock as quoted on The Nasdaq Capital Market on July 25, 2022.

The Reverse Split will not reduce the number of authorized shares of the Common Stock or preferred stock (the "Preferred Stock"), or change the par values of the Company's Common Stock or Preferred Stock. The Reverse Split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of the Company's shares of Common Stock (except to the extent that the Reverse Split would result in some of the stockholders receiving cash in lieu of fractional shares). All outstanding options, warrants, restricted stock units and similar securities entitling their holders to receive or purchase shares of the Company's Common Stock (including the conversion rate of the Preferred Stock) will be adjusted as a result of the Reverse Split, as required by the terms of each security.

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 with this report as Exhibit 3.1 and is incorporated herein by reference.

As a result of the Reverse Split, the number of issued and outstanding shares of Common Stock will be approximately 64.8 million shares.

On July 25, 2022, the Company issued a press release announcing the Reverse Split. A copy of the press release is filed herewith as Exhibit 99.1 hereto.

Special Voting Stock Elimination

On July 25, 2022, the Company filed a Certificate of Elimination (the "Certificate of Elimination") with the Secretary of State of the State of Delaware retiring all previously redeemed shares of the Special Voting Preferred Stock. Effective upon the filing of the Certificate of Elimination, all references to the Special Voting Preferred Stock in the Second Amended and Restated Certificate of Incorporation of the Company shall be eliminated and the shares of Special Voting Preferred Stock so retired shall resume the status of authorized and unissued shares of preferred stock of the Company, without designation as to series.

Preferred Stock Increase

On July 25, 2022, the Company increased the authorized number of shares of each of Series B Cumulative Perpetual Preferred Stock and Tandem Preferred Stock of the Corporation, from 5,000,000 shares to 8,600,000.

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Exela Technologies, Inc., effective July 25, 2022</u>
<u>3.2</u>	<u>Certificate of Elimination of Special Voting Preferred Stock of Exela Technologies, Inc., effective July 25, 2022</u>
<u>3.3</u>	<u>Certificate of Increase of Authorized Number of Shares of Tandem Preferred Stock of Exela Technologies, Inc., effective July 25, 2022</u>
<u>3.4</u>	<u>Certificate of Increase of Authorized Number of Shares of Series B Cumulative Convertible Perpetual Preferred Stock of Exela Technologies, Inc., effective July 25, 2022</u>
<u>99.1</u>	<u>Press Release of Exela Technologies, Inc., dated July 25, 2022</u>
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.

Dated: July 26, 2022

EXELA TECHNOLOGIES, INC.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
EXELA TECHNOLOGIES, INC.**

EXELA TECHNOLOGIES, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

1. The name of the Corporation is EXELA TECHNOLOGIES, INC. The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was July 15, 2014, under the name QUINIPARIO ACQUISITION CORP. 2.
2. This Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation was duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware and amends the provisions of the Corporation's Second Amended and Restated Certificate of Incorporation.
3. The amendment to the existing Second Amended and Restated Certificate of Incorporation being effected hereby is as follows:
 - a. Add the following paragraph at the end of Article FOURTH as a new paragraph D.:

"D. 2022 Reverse Stock Split. Upon this Amendment to the Second Amended and Restated Certificate becoming effective pursuant to the GCL (the "**2022 Effective Time**"), each two (2) to twenty (20) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall automatically be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, the exact ratio within the foregoing range to be determined by the Board and publicly announced by the Corporation prior to the Effective Time, without any further action by the Corporation or the holder thereof (the "**2022 Reverse Stock Split**"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder and, where shares are held in certificated form, the surrender of the applicable certificate, in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the Nasdaq Capital Market as of the date of the Effective Time (after giving effect to the 2022 Reverse Stock Split) by (b) the fraction of one share owned by the stockholder."

4. This Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Corporation, does hereby declare and certify that this is the act and deed of the Corporation and that the facts stated herein are true and, accordingly, has signed this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation this 25th day of July, 2022.

EXELA TECHNOLOGIES, INC.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

**CERTIFICATE OF ELIMINATION
OF
SPECIAL VOTING PREFERRED STOCK
OF
EXELA TECHNOLOGIES, INC.**

(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)

EXELA TECHNOLOGIES, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), certifies as follows:

FIRST: The Corporation's Second Amended and Restated Certificate of Incorporation, as amended (the "Second Amended and Restated Certificate of Incorporation") provides the authority for the issuance of 1,000,000 shares of a series of Preferred Stock designated Special Voting Preferred Stock, par value \$0.0001 per share, (the "Special Voting Preferred Stock").

SECOND: The Board of Directors of the Corporation (the "Board") redeemed and retired all issued and outstanding shares of the Special Voting Preferred Stock, which constituted all authorized shares of the Special Voting Preferred Stock.

THIRD: Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board adopted the following resolutions:

RESOLVED FURTHER, that upon redemption of the Special Voting Preferred Stock, all of the shares of Special Voting Preferred Stock so redeemed shall be retired; and

RESOLVED FURTHER, that upon redemption and retirement of the Special Voting Preferred Stock in accordance with the foregoing resolutions, none of the authorized shares of such series of Preferred Stock will be outstanding and no shares of such series thereafter will be issued.

FOURTH: Pursuant to the provisions of Section 151(g) of the DGCL, all references to Special Voting Preferred Stock in the Second Amended and Restated Certificate of Incorporation of the Corporation hereby are eliminated, and the shares that were designated to such series hereby are returned to the status of authorized but unissued shares of the Special Voting Preferred Stock of the Corporation, without designation as to series.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by a duly authorized officer this 25th day of July, 2022.

EXELA TECHNOLOGIES, INC.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

[Signature Page to Certificate of Elimination]

**CERTIFICATE OF INCREASE
OF AUTHORIZED NUMBER OF SHARES OF
TANDEM PREFERRED STOCK OF
EXELA TECHNOLOGIES, INC.**

(Pursuant to Section 151 of the
General Corporation Law of the State of Delaware)

EXELA TECHNOLOGIES, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That the Second Amended and Restated Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of Delaware on January 25, 2021 and a Certificate of the Designations, Preferences, Right and Limitations of Tandem Preferred Stock ("Tandem Preferred Stock"), was filed in said office of the Secretary of State on March 10, 2022.

That the Board of Directors of the Corporation duly adopted a resolution authorizing and directing an increase in the authorized number of shares of Tandem Preferred Stock of the Corporation, from 5,000,000 shares to 8,600,000 shares, all in accordance with the provisions of Section 151 of The General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, **EXELA TECHNOLOGIES, INC.** has caused this certificate to be signed by its authorized officer this 25th day of July, 2022.

EXELA TECHNOLOGIES, INC.

By: /s/ Erik Mengwall
Name: Erik Mengwall
Title: Secretary

[Signature Page for Tandem Preferred Increase]

**CERTIFICATE OF INCREASE
OF AUTHORIZED NUMBER OF SHARES OF
SERIES B CUMULATIVE CONVERTIBLE PERPETUAL PREFERRED STOCK OF
EXELA TECHNOLOGIES, INC.**

(Pursuant to Section 151 of the
General Corporation Law of the State of Delaware)

EXELA TECHNOLOGIES, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That the Second Amended and Restated Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of Delaware on January 25, 2021 and a Certificate of the Designations, Preferences, Right and Limitations of Series B Cumulative Perpetual Preferred Stock ("Series B Preferred Stock"), was filed in said office of the Secretary of State on March 10, 2022.

That the Board of Directors of the Corporation duly adopted a resolution authorizing and directing an increase in the authorized number of shares of Series B Preferred Stock of the Corporation, from 5,000,000 shares to 8,600,000 shares, all in accordance with the provisions of Section 151 of The General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, **EXELA TECHNOLOGIES, INC.** has caused this certificate to be signed by its authorized officer this 25th day of July, 2022.

EXELA TECHNOLOGIES, INC.

By: /s/ Erik Mengwall

Name: Erik Mengwall

Title: Secretary

Exela Technologies Announces 1 for 20 Reverse Stock Split

July 25, 2022

[Download PDF](#)

IRVING, Texas, July 25, 2022 (GLOBE NEWSWIRE) -- Exela Technologies, Inc. (“Exela” or “Company”) (NASDAQ: XELA), a location-agnostic global business process automation (BPA) leader, announced that its Board of Directors has approved a 1-for-20 reverse stock split of the Company’s common stock, which will be effective at 5:00 p.m. Eastern Time on Monday, July 25, 2022. Exela’s Board of Directors approved the split and determined the 1-for-20 ratio to be appropriate to meet Exela’s goals of improving the marketability and liquidity of its common stock, compliance with Nasdaq listing requirements and allowing the Company’s management team to focus on the business.

As a result of the reverse split, each twenty shares of the Company’s issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock. The Company’s shares will begin trading on a split-adjusted basis on the Nasdaq Capital Market commencing upon market open on July 26, 2022. Immediately after the reverse split becomes effective, there will be approximately 64.8 million shares of common stock issued and outstanding.

About Exela Technologies

Exela Technologies is a business process automation (BPA) leader, leveraging a global footprint and proprietary technology to provide digital transformation solutions enhancing quality, productivity, and end-user experience. With decades of experience operating mission-critical processes, Exela serves a growing roster of more than 4,000 customers throughout 50 countries, including over 60% of the Fortune® 100. Utilizing foundational technologies spanning information management, workflow automation, and integrated communications, Exela’s software and services include multi-industry, departmental solution suites addressing finance and accounting, human capital management, and legal management, as well as industry-specific solutions for banking, healthcare, insurance, and the public sector. Through cloud-enabled platforms, built on a configurable stack of automation modules, and approximately 17,000 employees operating in 23 countries, Exela rapidly deploys integrated technology and operations as an end-to-end digital journey partner.

For more Exela news, commentary, and industry perspectives, visit: <https://investors.exelatech.com/>

And please follow us on social:

Twitter: <https://twitter.com/exelatech>

LinkedIn: <https://www.linkedin.com/company/exela-technologies>

Facebook: <https://www.facebook.com/exelatechnologies/>

Instagram: <https://www.instagram.com/exelatechnologies>

The information posted on the Company's website and/or via its social media accounts may be deemed material to investors. Accordingly, investors, media and others interested in the Company should monitor the Company's website and its social media accounts in addition to the Company's press releases, SEC filings and public conference calls and webcasts.

Forward-Looking Statements

Certain statements included in this press release are not historical facts but are forward-looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "may", "should", "would", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "seem", "seek", "continue", "future", "will", "expect", "outlook" or other similar words, phrases or expressions. These forward-looking statements include statements regarding our industry, future events, estimated or anticipated future results and benefits, future opportunities for Exela, and other statements that are not historical facts. These statements are based on the current expectations of Exela management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties, including without limitation those discussed under the heading "Risk Factors" in Exela's Annual Report and other securities filings. In addition, forward-looking statements provide Exela's expectations, plans or forecasts of future events and views as of the date of this communication. Exela anticipates that subsequent events and developments will cause Exela's assessments to change. These forward-looking statements should not be relied upon as representing Exela's assessments as of any date subsequent to the date of this press release.

Investor and/or Media Contacts:

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