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**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): **December 22, 2022**

**FLUENCE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-40978**  
(Commission File Number)

**87-1304612**  
(I.R.S. Employer Identification No.)

**4601 Fairfax Drive, Suite 600  
Arlington, Virginia 22203**  
(Address of principal executive offices) (Zip Code)

**(833) 358-3623**  
(Registrant's telephone number, including area code)

**N/A**  
(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
<b>Class A Common Stock, \$0.00001 par value per share</b>	<b>FLNC</b>	<b>The Nasdaq Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or 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.

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**Item 3.03 Material Modification to Rights of Security Holders.**

Please see the disclosure set forth under “Item 5.03 Amendment of Articles of Incorporation or Bylaws; Change in Fiscal Year” which is incorporated by reference into this Item 3.03.

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

On December 22, 2022, Fluence Energy, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation (the “Charter”) with the Secretary of State of the State of Delaware to amend the Charter to permit holders of the Company’s Class B-1 common stock, par value \$0.00001 per share (the “Class B-1 Common Stock”), to convert shares of Class B-1 Common Stock into shares of Class B-2 common stock, par value \$0.00001 per share, of the Company (the “Class B-2 Common Stock,” and together with the Class B-1 Common Stock, the “Class B Common Stock”), at a one-to-one ratio at any time at the option of such holder.

As previously disclosed in the Company’s Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on December 2, 2022, the Company’s Board of Directors previously approved the Certificate of Amendment and set November 17, 2022 as the record date (“Record Date”) for purposes of stockholder action to approve the Certificate of Amendment. On the Record Date, the holder of (a) 71.8% of the voting power of the aggregate issued and outstanding shares of the Company’s common stock and (b) 100% of the issued and outstanding shares of Class B Common Stock as of the Record Date executed an action by written consent in lieu of a meeting adopting and approving the Certificate of Amendment in accordance with the applicable provisions of the Delaware General Corporation Law and the Company’s Charter.

The Certificate of Amendment became effective upon its filing with the Secretary of State of the State of Delaware.

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

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">First Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Fluence Energy, Inc.</a>
104	Cover Page Interactive Data File formatted in iXBRL

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**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.

**FLUENCE ENERGY, INC.**

Date: December 22, 2022

By: /s/ Francis Fuselier

Francis Fuselier

SVP, General Counsel and Secretary

**FIRST CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
FLUENCE ENERGY, INC.**

Fluence Energy, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies that:

1. Pursuant to Section 242 of the DGCL, this First Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this “**Amendment**”) amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, filed with the Delaware Secretary of State on October 27, 2021 (as amended, the “**Certificate**”).
2. This Amendment has been approved and duly adopted by resolution of the Corporation’s Board of Directors and the written consent of the requisite majority of stockholders in accordance with the provisions of Sections 228 and 242 of the DGCL and the provisions of the Certificate.
3. Article IV of the Certificate is hereby amended to include the following paragraph immediately after Section 4.6 of such Article:

“Section 4.7 Conversion of Class B-1 Common Stock.

(a) Each share of Class B-1 Common Stock may be converted into one fully paid and nonassessable share of Class B-2 Common Stock at any time at the option of the holder of such share of Class B-1 Common Stock. In order to exercise the conversion privilege, the holder of any shares of Class B-1 Common Stock to be converted shall deliver to the Corporation written or electronic notice that the holder elects to convert shares of Class B-1 Common Stock to the extent specified in such notice, with a copy of such notice to be provided to the office of the Corporation’s transfer agent. As promptly as practicable after the receipt of such notice, the Corporation shall cause the number of full shares of Class B-2 Common Stock issuable upon the conversion of such shares of Class B-1 Common Stock to be issued and delivered to the holder through the book-entry facilities of the Corporation’s transfer agent. Each conversion of shares of Class B-1 Common Stock shall be deemed to have been effected on (i) the date on which such notice was received by the Corporation and the Corporation’s transfer agent or (ii) such later date specified in or pursuant to such notice.

(b) Notwithstanding anything in this Section 4.7 to the contrary, any holder may withdraw or amend a notice of conversion, in whole or in part, prior to the effectiveness of the conversion, at any time prior to 5:00 p.m., New York City time, on the business day immediately preceding the date of the conversion (or any such later time as may be required by applicable law) by delivery of a written or electronic notice of withdrawal to the Corporation and the Corporation’s transfer agent, specifying (i) if any, the number of shares of Class B-1 Common Stock as to which the notice of conversion remains in effect and (ii) if the holder so determines, a new conversion date or any other new or revised information permitted in a notice of conversion.”

4. All other provisions of the Certificate remain in full force and effect.

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**IN WITNESS WHEREOF**, the undersigned duly authorized officer of the Corporation has executed this First Certificate of Amendment to the Amended and Restated Certificate of Incorporation as of December 22, 2022.

**FLUENCE ENERGY, INC.**

By: /s/ Francis A. Fuselier

Name: Francis A. Fuselier

Title: SVP, General Counsel and  
Secretary