
**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): May 18, 2023

Bird Global, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41019
(Commission
File Number)

86-3723155
(IRS Employer
Identification No.)

392 NE 191st Street #20388
Miami, Florida 33179
(Address of principal executive offices and zip code)

(866) 205-2442
(Registrant's telephone number, including area code)

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))
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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	BRDS	The New York Stock Exchange
Warrants, each whole warrant exercisable to purchase one share of Class A common stock at an exercise price of \$11.50 per share	BRDS WS	The 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 (§ 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.

Item 3.03. Material Modification to Rights of Security Holders

On May 18, 2023, at a Special Meeting of Stockholders, the stockholders of Bird Global, Inc. (the “Company”, “we”, or “our”) approved granting the Company’s Board of Directors (the “Board”) the authority to exercise its discretion to file a Certificate of Amendment (the “Certificate of Amendment”) to our Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to effect a reverse stock split of our outstanding shares of Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), and Class X common stock, par value \$0.0001 per share (the “Class X Common Stock”), at a ratio of not less than one-for-ten and not greater than one-for-forty, with the specific ratio to be determined by the Board within the range, at any time within one year after stockholder approval is obtained, for the primary purpose of regaining compliance with The New York Stock Exchange’s \$1.00 price requirement. Once approved by the stockholders, the timing of the filing of the Certificate of Amendment and the effectiveness of the reverse stock split will be determined in the sole discretion of the Board. At the Special Meeting of Stockholders, the stockholders also approved granting the Board the authority to exercise its discretion, at any time within one year after stockholder approval is obtained, to amend the Certificate of Incorporation to reduce the number of authorized shares of our capital stock, Class A Common Stock, Class B Common Stock, Class X Common Stock, and Preferred Stock (but not the authorized shares of Series A Preferred Stock), in each case, by a corresponding ratio to the reverse stock split if, and only if, the reverse stock split is effected.

On May 18, 2023, the Board approved the reverse stock split at a ratio of one-for-twenty-five and the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware to effect the reverse stock split. The reverse stock split and authorized share reduction became effective as of 5:00 p.m. Pacific Time on May 18, 2023.

As a result of the reverse stock split, every twenty-five (25) shares of the Class A Common Stock will be automatically reclassified and converted into one issued and outstanding share of Class A Common Stock, without any change in par value per share, and every twenty-five (25) shares of the Class X Common Stock will be automatically reclassified and converted into one issued and outstanding share of Class X Common Stock, without any change in par value per share. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.

Commencing on May 19, 2023, the trading of the Class A Common Stock will continue on The New York Stock Exchange on a reverse stock split-adjusted basis. The trading symbol will remain “BRDS”.

The Company’s public warrants will not be included as part of the reverse stock split, however, the shares for which the public warrants are exercisable, and their exercise price, will each be adjusted by a corresponding ratio to the reverse stock split. Any fractional shares issued upon exercise of the public warrants will be rounded down. The trading symbol for the publicly traded warrants will remain “BRDS WS”.

The foregoing summary of the terms of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K (this “Current Report”) and is incorporated by reference herein.

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

The information set forth in Item 3.03 of this Current Report is incorporated by reference herein.

Item 5.07 Submission of Matters to Vote of Security Holders

On May 18, 2023, the Company held a Special Meeting of Stockholders during which the Company's stockholders voted on two proposals. The following sets forth the final voting results for the proposals. Each of these matters is described in more detail in the Company's Proxy Statement on Schedule 14A filed in connection with the Special Meeting of Stockholders.

Reverse Stock Split

1. To approve granting the Board the authority to exercise its discretion to amend the Certificate of Incorporation to effect a reverse stock split of the outstanding shares of Class A Common Stock and Class X Common Stock to regain compliance with the New York Stock Exchange's \$1.00 price requirement, at any of the following exchange ratios at any time within one year after stockholder approval is obtained, and once approved by the stockholders, the timing of the amendment and the reverse stock split will be determined in the sole discretion of the Board: one-for-ten; one-for-fifteen; one-for-twenty; one-for-twenty-five; one-for-thirty; one-for-thirty-five; or one-for-forty.

As discussed above, the reverse stock split ratio approved by the Board, following receipt of stockholder approval, was one-for-twenty-five. The stockholders approved the reverse stock split ratio of one-for-twenty-five by the following vote:

FOR	765,298,841
AGAINST	6,515,972
ABSTAIN	230,003
BROKER NON-VOTES	—

Authorized Share Reduction

2. To approve granting the Board the authority to exercise its discretion at any time within one year after stockholder approval is obtained to amend the Certificate of Incorporation to reduce the number of authorized shares of our capital stock, Class A Common Stock, Class B Common Stock, Class X Common Stock, and Preferred Stock (but not the authorized shares of Series A Preferred Stock), in each case, by a corresponding ratio to the reverse stock split if, and only if, the reverse stock split is effected:

FOR	767,392,200
AGAINST	4,464,489
ABSTAIN	188,127
BROKER NON-VOTES	—

Item 7.01 Regulation FD Disclosure

On May 18, 2023, the Company issued a press release announcing the reverse stock split and authorized share reduction. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.*

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Bird Global, Inc., as filed with the Secretary of State of the State of Delaware on May 18, 2023.

99.1

[Press Release of Bird Global, Inc., dated May 18, 2023.](#)

*

The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BIRD GLOBAL, INC.**

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

Bird Global, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, by its duly authorized officer, does hereby certify:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions (1) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware an amendment of the Corporation's Amended and Restated Certificate of Incorporation to (A) reclassify, change, and convert (i) each twenty-five (25) outstanding shares of the Corporation's Class A common stock, having a par value of \$0.0001 per share, into one (1) share of Class A common stock, having a par value of \$0.0001 per share, and (ii) each twenty-five (25) outstanding shares of the Corporation's Class X common stock, having a par value of \$0.0001 per share, into one (1) share of Class X common stock, having a par value of \$0.0001 per share, and (B) reduce the number of authorized shares of the Corporation's capital stock, Class A Common Stock, Class B Common Stock, Class X Common Stock, and Preferred Stock (but not the authorized shares of Series A Preferred Stock), in each case, by a corresponding ratio; (2) declaring such amendment to be advisable and (3) directing that such amendment be considered at the Special Meeting of Stockholders held on May 18, 2023.

SECOND: That upon the effectiveness of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, the Amended and Restated Certificate of Incorporation is hereby amended by adding a new paragraph after the first paragraph of Article IV to read as follows:

(i) Each twenty-five (25) shares of the Class A Common Stock, having a par value of \$0.0001 per share, of the Corporation issued and outstanding or held in treasury as of 5:00 p.m. Pacific Time on the date this Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Effective Time") shall be reclassified as and changed into one (1) share of Class A Common Stock, having a par value of \$0.0001 per share, of the Corporation, without any action by the holders thereof; and (ii) each twenty-five (25) shares of the Class X Common Stock, having a par value of \$0.0001 per share, of the Corporation issued and outstanding or held in treasury as of the Effective Time shall be reclassified as and changed into one (1) share of Class X Common Stock, having a par value of \$0.0001 per share, of the Corporation, without any action by the holders thereof. No fractional shares shall be issued in connection with this reclassification. A holder of Class A Common Stock who would otherwise be entitled to receive a fractional share as a result of the reclassification will receive one whole share of Class A Common Stock in lieu of such fractional share and a holder of Class X Common Stock who would otherwise be entitled to receive a fractional share as a

result of the reclassification will receive one whole share of Class X Common Stock in lieu of such fractional share.”

THIRD: That upon the effectiveness of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, the first paragraph of Article IV of the Amended and Restated Certificate of Incorporation is hereby amended in its entirety to read as follows:

“Upon the Effective Time (as defined below), the total number of shares of capital stock that the Corporation shall have authority to issue is 46,400,000 consisting of: (i) 40,000,000 shares of Class A common stock, having a par value of \$0.0001 per share (the “Class A Common Stock”); (ii) 400,000 shares of Class B common stock, having a par value of \$0.0001 per share (the “Class B Common Stock” and together with the Class A Common Stock, the “Class A/B Common Stock”); (iii) 2,000,000 shares of Class X common stock, having a par value of \$0.0001 per share (the “Class X Common Stock” and together with the Class A/B Common Stock, the “Common Stock”); and (iv) 4,000,000 shares of preferred stock, having a par value of \$0.0001 per share (the “Preferred Stock”).

FOURTH: That, in accordance with the provisions of the Delaware General Corporation Law, the holders of the necessary number of shares of capital stock of the Corporation entitled to vote thereon affirmatively voted in favor of the amendment at the Special Meeting of Stockholders held on May 18, 2023 upon notice in accordance with the provisions of Section 222 of the Delaware General Corporation Law.

FIFTH: That the amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors and stockholders of the Corporation.

* * *



IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed by Shane Torchiana, its Chief Executive Officer, this 18th day of May, 2023.

BIRD GLOBAL, INC.

By: /s/ Shane Torchiana
Shane Torchiana
Chief Executive Officer



Bird Announces Reverse Stock Split

(Miami, FL) – May 18, 2023 – Bird Global, Inc. (NYSE: BRDS, “Bird”), a leader in environmentally friendly electric transportation, today announced that its Board of Directors has approved a one-for-twenty-five (1/25) reverse stock split of its Class A common stock and Class X common stock. The reverse stock split was approved by Bird’s stockholders at a Special Meeting of Stockholders held on May 18, 2023. The reverse stock split will become effective as of 5:00 pm Pacific Time today, May 18, 2023. Bird’s Class A common stock will continue to trade on The New York Stock Exchange (“NYSE”) under the symbol “BRDS” and will begin trading on a split-adjusted basis when the market opens on May 19, 2023. Bird’s publicly traded warrants will continue to trade under the symbol “BRDS WS”. The new CUSIP number for the Class A common stock following the reverse split will be 09077J206.

“We’ve heard the message very clearly from our shareholders, a reverse split expands our opportunities to attract investors as we remain focused on our goal of being cash generative as a business in 2023,” said **Shane Torchiana, CEO, Bird**.

On May 18, 2023, the Company filed a Certificate of Amendment of Amended and Restated Certificate of Incorporation to effect the reverse stock split and reduce the number of authorized shares of its capital stock, Class A common stock, Class B common stock, Class X common stock, and Preferred Stock by a ratio of 1/25. Upon the effectiveness of the reverse stock split, every 25 shares of the Class A common stock will be automatically reclassified and converted into one issued and outstanding share of Class A common stock, without any change in par value per share, and every 25 shares of the Class X common stock will be automatically reclassified and converted into one issued and outstanding share of Class X common stock, without any change in par value per share. Outstanding equity-based awards and other outstanding equity rights will be proportionately adjusted. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share for holders of Class A common stock and Class X common stock.

Immediately after the reverse stock split becomes effective, the Company will have approximately 11,472,845 shares of Class A common stock issued and outstanding and 1,381,398 shares of Class X common stock issued and outstanding. As a result of the reverse stock split, each publicly traded warrant (CUSIP number 09077J115) is exercisable at an exercise price of \$287.50 per share for 1/25 of the number of shares of Class A common stock for which it was initially exercisable, subject to rounding down to the nearest whole number of shares (without any cash or other consideration in respect of any rounding-down). The CUSIP for publicly traded warrants remains the same.

About Bird

Bird is an electric vehicle company dedicated to bringing affordable, environmentally friendly transportation solutions such as e-scooters and e-bikes to communities across the world. Founded in 2017 by transportation pioneer

Travis VanderZanden, Bird's cleaner, affordable, and on-demand mobility solutions are available in more than 350 cities, primarily across the United States, Canada, Europe, the Middle East, and Australia. We take a collaborative, community-first approach to micromobility. Bird partners closely with the cities in which it operates to provide a reliable and affordable transportation option for people who live and work there.

Forward-Looking Statements

This press release contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts may be forward-looking statements. Such forward-looking statements include, but are not limited to, statements regarding the timing of the effectiveness of the reverse stock split and our ability to attract new investors. We have based these forward-looking statements largely on our current expectations. These forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, our ability to cure our New York Stock Exchange ("NYSE") price deficiency and meet the continued listing requirements of the NYSE; risks related to our relatively short operating history and our new and evolving business model, which makes it difficult to evaluate our future prospects, forecast financial results, and assess the risks and challenges we may face; our ability to achieve or maintain profitability in the future; our ability to retain existing riders or add new riders; our Fleet Managers' ability to maintain vehicle quality or service levels; our ability to evaluate our business and prospects in the new and rapidly changing industry in which we operate; risks related to the impact of poor weather and seasonality on our business; our ability to obtain vehicles that meet our quality specifications in sufficient quantities on commercially reasonable terms; our ability to compete successfully in the highly competitive industries in which we operate; risks related to our substantial indebtedness; our ability to secure additional financing; risks related to the effective operation of mobile operating systems, networks and standards that we do not control; risks related to action by governmental authorities to restrict access to our products and services in their localities; risks related to claims, lawsuits, arbitration proceedings, government investigations and other proceedings to which we are regularly subject; risks related to compliance, market and other risks, including the ongoing conflict between Ukraine and Russia, in relation to any expansion by us into international markets; any continuing impact of the COVID-19 pandemic on our business, financial condition, and results of operations; risks related to the impact of impairment of our long-lived assets and the other important factors discussed in Part I, Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2022, and described from time to time in our future reports filed with the Securities and Exchange Commission. The forward-looking statements in this press release are based upon information available to us as of the date of this press release and while we believe such information forms a reasonable basis for such statements, these statements are inherently uncertain and you are cautioned not to unduly rely upon these statements. Except as required by applicable law, we do not plan to publicly

update or revise any forward-looking statements contained in this press release, whether as a result of any new information, future events or otherwise.

Investor Contact

Investor@bird.co

Media Contact

Press@bird.co
