

**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 26, 2024

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: **(214) 740-6500**

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 5.03 Amendment to Articles of Incorporation or Bylaws

On July 26, 2024, 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.

A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description of Exhibit

[3.1](#) [Certificate of Elimination of Special Voting Preferred Stock of Exela Technologies, Inc., effective July 26, 2024](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL).

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 29, 2024

EXELA TECHNOLOGIES, INC.

By: /s/ Zach Maul

Name: Zach Maul

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:

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

FURTHER RESOLVED, 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.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed by a duly authorized officer this 26th day of July, 2024.

EXELA TECHNOLOGIES, INC.

By: /s/ Zach Maul

Name: Zach Maul

Title: Secretary
