

**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): **February 13, 2025**

Datavault AI Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

001-38608
(Commission
File Number)

30-1135279
(IRS Employer
Identification Number)

**15268 NW Greenbrier Pkwy
Beaverton, OR**
(Address of registrant's principal executive office)

97006
(Zip code)

(408) 627-4716
(Registrant's telephone number, including area code)

WiSA Technologies, Inc.
(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 (see General Instruction A.2. below):

- 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
Common Stock, par value \$0.0001 per share	DVL1	The Nasdaq Capital Market

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 1.01. Entry into a Material Definitive Agreement.

Registered Direct Transaction

On February 14, 2025, Datavault AI Inc. (f/k/a WiSA Technologies, Inc.) (the "Company") closed an offering (the "Offering") pursuant to that certain securities purchase agreement (the "Purchase Agreement") with the investors party thereto (each an "Investor", and collectively, the "Investors"). In the Offering, the Company issued and sold to the Investors in a registered direct offering, (a) an aggregate of 4,757,126 shares (the "Shares") of common stock, par value \$0.0001 per share (the "Common Stock"), of the Company, and (b) common stock purchase warrants (the "Warrants", and together with the Shares, the "Securities") exercisable for an aggregate of up to 4,757,126 shares of Common Stock, at an exercise price of \$1.14 per share (the "Warrant Shares") at a combined offering price of \$1.14 per share and accompanying Warrant, for aggregate gross proceeds of approximately \$5.4 million.

The Warrants are immediately exercisable upon issuance and will expire on the fifth anniversary of the issuance date of the Warrants. The Warrants may be exercised, in certain circumstances, on a cashless basis pursuant to the formula contained in the Warrants.

The Securities issued in the registered direct offering and the Warrant Shares issuable upon exercise of the Warrants are being offered pursuant to the Company's shelf registration statement on Form S-3 (File 333-267211) (the "Shelf Registration Statement"), initially filed by the Company with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"), on September 1, 2022 and declared effective on September 13, 2022.

Obligations Under the Purchase Agreement

Pursuant to the Purchase Agreement, the Company agreed, subject to certain exceptions, (i) not to offer for sale, issue, sell, contract to sell, pledge or otherwise dispose of any of its shares of Common Stock or securities convertible into Common Stock until 30 days after the closing date of the Offering, and (ii) not issue certain securities if the issuance would constitute a Variable Rate Transaction (as such term is defined in the Purchase Agreement) for a period of 4 months from the closing date of the Offering, in each case unless the Company is required to complete a financing prior to the applicable date in order to satisfy Nasdaq's continued listing requirements.

Placement Agency Agreement

In connection with the Offering, on February 13, 2025, the Company entered into a placement agency agreement (the "Placement Agency Agreement") with Maxim Group LLC (the "Placement Agent"), pursuant to which the Placement Agent agreed to act as placement agent on a "reasonable best efforts" basis in connection with the Offering. Pursuant to the Placement Agency Agreement, the Company agreed to pay the Placement Agent an aggregate fee equal to 7.0% of the gross proceeds raised in the Offering and reimburse the Placement Agent an amount up to \$75,000 for expenses in connection with the Offering. The Company also issued the Placement Agent a private warrant (the "Placement Agent Warrant") to purchase up to 5.0% of the aggregate number of Securities sold in the Offering, or warrants to purchase up to 475,713 shares of Common Stock (such shares, the "Placement Agent Warrant Shares"), at an exercise price equal to 125.0% of the offering price per share of Common Stock and accompanying Warrant, or \$1.425 per share. The Placement Agent Warrants will be exercisable 6 months after the commencement of sales in the Offering and will expire on the five year anniversary of the initial exercise date.

The foregoing does not purport to be a complete description of each of the Placement Agency Agreement, Warrants, Placement Agent Warrants and Purchase Agreement, and is qualified in its entirety by reference to the full text of each of such document, which are filed as Exhibits 1.1, 4.1, 4.2 and 10.1, respectively, to this Current Report on Form 8-K (this "Form 8-K") and incorporated herein by reference.

Sullivan & Worcester LLP, counsel to the Company, delivered an opinion as to the validity of the Shares and Warrant Shares, and the enforceability of the Warrants, a copy of which is attached to this Form 8-K as Exhibit 5.1 and is incorporated herein by reference.

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

On February 13, 2025, WiSA Technologies, Inc. filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware to change its name to "Datavault AI Inc." (the "Amendment").

The foregoing does not purport to be a complete description of the Amendment, and is qualified in its entirety by reference to the full text of such document, which is filed as Exhibits 3.1 to this Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Placement Agency Agreement, dated as of February 13, 2025, by and between Datavault AI Inc. (f/k/a WiSA Technologies, Inc.) and Maxim Group LLC, as placement agent (incorporated by reference to Exhibit 1.1 of the Current Report on Form 8-K filed with the SEC on February 13, 2025).
3.1	Certificate of Amendment to Certificate of Incorporation, filed February 13, 2025.
4.1	Form of Warrant (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed with the SEC on February 13, 2025).
4.2	Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K filed with the SEC on February 13, 2025).
5.1	Opinion of Sullivan & Worcester LLP, dated February 14, 2025.
10.1	Form of Securities Purchase Agreement by and among the Company and certain accredited investors dated February 13, 2025 (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the SEC on February 13, 2025).
23.1	Consent of Sullivan & Worcester LLP (included in Exhibit 5.1 hereto)
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.

Date: February 14, 2025

DATAVAULT AI INC.

By: /s/ Nathaniel Bradley

Name: Nathaniel Bradley

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
WISA TECHNOLOGIES, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

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

FIRST: The name of the Corporation is WiSA Technologies, Inc.

SECOND: This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation, as amended to date (the “**Certificate of Incorporation**”), last amended by the certificate of amendment to the Certificate of Incorporation filed with the Secretary of State of the State of Delaware on April 12, 2024.

THIRD: Article First of the Certificate of Incorporation is stricken in its entirety and is hereby amended and restated to read as follows:

“The name of the Corporation is Datavault AI Inc.”

FOURTH: This Certificate of Amendment has been duly adopted and approved in accordance with the provisions of Sections 222 and 242 of the DGCL by the directors of the Corporation.

FIFTH: This Certificate of Amendment and the change of name of the Corporation contemplated herein shall become effective immediately.

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

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 13th day of February 2025.

WISA TECHNOLOGIES, INC.

By: /s/ Nathaniel Bradley

Name: Nathaniel Bradley

Title: Chief Executive Officer



Sullivan & Worcester LLP
 1251 Avenue of the Americas
 New York, NY 10020

212 660 3000
 sullivanlaw.com

February 14, 2025

Datavault AI Inc.
 15268 NW Greenbrier Pkwy
 Beaverton, Oregon 97006

Ladies and Gentlemen:

We have acted as counsel to Datavault AI Inc. (f/k/a WiSA Technologies, Inc.), a Delaware corporation (the "Company"), in connection with the offering of (i) 4,757,126 shares (the "Shares") of common stock of the Company, par value \$0.0001 per share, and (ii) common stock purchase warrants (the "Warrants") exercisable for an aggregate of up to 4,757,126 shares of Common Stock (the "Warrant Shares" and, together with the Warrants and the Shares, the "Securities"). The Securities are being sold pursuant to a prospectus supplement, dated February 13, 2025, and the accompanying base prospectus (together, the "Prospectus") that form a part of the Company's Registration Statement on Form S-3 (File No. 333-267211) (the "Registration Statement"), originally filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), on September 1, 2022, and declared effective by the Commission on September 13, 2022, in accordance with the Securities Purchase Agreement (the "Securities Purchase Agreement") dated as of February 13, 2025, by and among the Company and certain investors party thereto and a certain placement agency agreement (the "Placement Agency Agreement"), dated as of February 13, 2025, by and between the Company and Maxim Group LLC.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

As counsel to the Company in connection with the issuance and sale of the Securities we have examined: (i) the Company's certificate of incorporation, as amended, and bylaws, both as currently in effect; (ii) certain resolutions of the board of directors and a pricing committee thereof relating to the issuance and sale of the Securities; (iii) the Placement Agency Agreement; (iv) Securities Purchase Agreement; (v) the Prospectus and the Registration Statement; and (vi) such other proceedings, documents, and records as we have deemed necessary to enable us to render this opinion. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals, and the conformity with the originals of all documents, certificates, and instruments submitted to us as copies. We have also assumed the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof.

Our opinions expressed herein are subject to the following qualifications and exceptions: (i) the effect of bankruptcy, insolvency, reorganization, arrangement, moratorium, or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences, and equitable subordination; (ii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law); and (iii) we render no opinion as to the effect of the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the laws of the State of New York.

Based upon and subject to the foregoing, it is our opinion that (i) the Shares have been duly authorized for issuance, and when issued and delivered in accordance with the Securities Purchase Agreement, the Registration Statement and Prospectus against payment of consideration as contemplated therein, the Shares will be validly issued, fully paid and non-assessable, (ii) the Warrant Shares have been duly authorized for issuance, and when and if issued upon exercise of the Warrants in accordance with the provisions of the Warrants, the Warrant Shares will be validly issued, fully paid and non-assessable, and (iii) the Warrants are valid and binding obligations of the Company enforceable against the Company in accordance with their terms.

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC

This opinion is given as of the date hereof and we assume no obligation to advise you of changes that may thereafter be brought to our attention.

We hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus, which forms a part of the Registration Statement and to the filing of this opinion with the Commission as an exhibit to a Current Report on Form 8-K filed by the Company with the Commission. In giving this consent, we do not thereby admit that we are experts within the meaning of Section 11 of the Securities Act or included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Sullivan & Worcester LLP
 Sullivan & Worcester LLP
