

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): March 25, 2026

**RENX ENTERPRISES CORP.**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-41581**

(Commission File Number)

**87-1375590**

(I.R.S. Employer  
Identification Number)

**100 Biscayne Blvd., #1201  
Miami, FL 33132**

(Address of Principal Executive Offices, Zip Code)

(Former name or former address, if changed since last report.)

Registrant's telephone number, including area code: **646-240-4235**

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
Common Stock, par value \$0.001	RENX	The Nasdaq Stock Market LLC

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.**

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

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

On September 29, 2025, the stockholders of RenX Enterprises Corp., a Delaware corporation (the “Company”), approved a proposal at the Company’s 2025 annual meeting of stockholders (the “Annual Meeting”) to amend the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to effect a reverse stock split of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a ratio between 1-for-5 to 1-for-20, with the ratio within such range to be determined at the discretion of the Company’s Board of Directors (the “Board”), without reducing the authorized number of shares of Common Stock. Following the Annual Meeting, the Board approved a final split ratio of 1-for-20 (the “Reverse Stock Split”). Following such approval, on March 25, 2026, the Company filed an amendment to the Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware to effect the Reverse Stock Split, with a legally effective time of 12:01 a.m. Eastern Time on March 26, 2026 (the “Effective Time”). The Common Stock began trading on a split-adjusted basis when the Nasdaq Capital Market opened on March 26, 2026.

No fractional shares will be issued in connection with the Reverse Stock Split. In lieu of fractional shares, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification and combination following the Effective Time of the Reverse Stock Split (after taking into account all fractional shares of Common Stock otherwise issuable to such holder) shall be entitled to receive from the Company’s paying agent, Equiniti Trust Company, LLC, a cash payment equal to the number of shares of the Common Stock held by such stockholder before the Reverse Stock Split that would otherwise have been exchanged for such fractional share interest multiplied by the average closing sales price of the Common Stock as reported on the Nasdaq Capital Market for the ten days preceding the Effective Time.

The Reverse Stock Split will reduce the number of outstanding shares of Common Stock from approximately 50 million shares to approximately 2.5 million shares. Proportional adjustments will be made to the number of shares of Common Stock issuable upon exercise or conversion of the Company’s outstanding equity awards and warrants, as well as the applicable exercise price.

After the Reverse Stock Split, the trading symbol on the Nasdaq Capital Market for the Common Stock will continue to be “RENX.” The new CUSIP number for the Common Stock following the Reverse Stock Split will be 78637J 402.

The description of the Amendment set forth above does not purport to be complete and is qualified in its entirety by the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

The primary purpose of the 1-for-20 Reverse Stock Split is to raise the per-share trading price of the Common Stock to allow for its continued listing on the Nasdaq Capital Market, among other benefits, including making the bid price more attractive to a broader group of institutional and retail investors. The Nasdaq Capital Market requires, among other things, that for continued listing a company's common stock maintain a minimum bid price of at least \$1.00 per share. However, there can be no assurance that the Reverse Stock Split will have the desired effect of sufficiently raising the bid price of the Common Stock for the required period.

In addition, on March 24, 2026, the Company issued a press release relating to the Reverse Stock Split described in this Current Report on Form 8-K. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of the Amended and Restated Certificate of Incorporation of RenX Enterprises Corp.</a>
99.1	<a href="#">Press Release dated March 24, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RENX ENTERPRISES CORP.**

Dated: March 30, 2026

By: /s/ Nicolai Brune

Name: Nicolai Brune

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
RENX ENTERPRISES CORP.**

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

RenX Enterprises Corp. (the “*Corporation*”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), hereby certifies as follows:

1. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “*Restated Certificate*”), and declaring said amendment to be advisable. The requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law. The amendment amends the Restated Certificate of the Corporation as follows:

Article IV, Section (A) of the Restated Certificate is hereby amended to add the following paragraph immediately after the first paragraph of Article IV, Section (A):

“Upon this Certificate of Amendment to the Restated Certificate becoming effective pursuant to the General Corporation Law of the State of Delaware (the “*Effective Time*”), the shares of the Corporation’s Common Stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as and combined into a smaller number of shares such that every **twenty (20)** shares of issued and outstanding Common Stock immediately prior to the Effective Time are automatically combined into **one (1)** validly issued, fully paid and nonassessable share of Common Stock, par value \$0.001 per share (the “*Reverse Stock Split*”). Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification and combination following the Effective Time (after taking into account all fractional shares of Common Stock otherwise issuable to such holder) shall be entitled to receive a cash payment equal to the number of shares of the Common Stock held by such stockholder before the Reverse Stock Split that would otherwise have been exchanged for such fractional share interest multiplied by the average closing sales price of the Common Stock as reported on the Nasdaq Capital Market for the ten (10) days preceding the Effective Time.

Each stock certificate or book-entry position that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate or book-entry position shall have been reclassified and combined (as well as the right to receive cash in lieu of fractional shares of Common Stock after the Effective Time).”

2. This Certificate of Amendment shall be effective at 12:01 a.m. Eastern Time on March 26, 2026.

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**IN WITNESS WHEREOF**, this Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, as amended, to be signed by its Chief Executive Officer this 25<sup>th</sup> day of March, 2026.

**RENX ENTERPRISES CORP.**

By           /s/ David Villarreal            
Name: David Villarreal  
Title: Chief Executive Officer

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**RenX Announces Reverse Stock Split to Regain Compliance with Nasdaq's Minimum Bid Price**

**MIAMI, March 24, 2026 /PRNewswire/ -- RenX Enterprises Corp.** “RenX” (NASDAQ: RENX), a technology-driven environmental processing and sustainable materials company, today announced that it will effect a 1-for-20 reverse stock split (“reverse split”) of its common stock, par value \$0.001 per share (“Common Stock”), that will become effective at 12:01 a.m. Eastern Time on March 26, 2026. The Company’s Common Stock will continue to trade on the Nasdaq Capital Market (“Nasdaq”) under the symbol “RENX” and will begin trading on a split-adjusted basis when the Nasdaq opens on March 26, 2026 (“Effective Time”). The new CUSIP number for the Common Stock following the reverse split will be 78637J402.

At an annual meeting of stockholders held on September 29, 2025 (the “Annual Meeting”), the Company’s stockholders granted the Company’s Board of Directors the discretion to effect a reverse split of the Company’s Common Stock at a ratio of not less than 1-for-5 and not more than 1-for-20, with such ratio to be determined by the Company’s Board of Directors. Following the Annual Meeting, the final ratio of 1-for-20 was approved by the Company’s Board. “We continue to make progress with our current business objectives, focused on producing value-added compost, engineered soils, and specialty growing media for agricultural, commercial, and consumer end markets,” stated David Villarreal, CEO of RenX. “Nevertheless, similar to other micro-cap companies, we have faced a challenging capital markets environment. We believe this reverse split will allow us to regain compliance with Nasdaq’s minimum bid price requirement and to make our bid price more attractive to a broader universe of investors. We remain highly encouraged by the outlook for the business and look forward to providing updates on our progress.”

The 1-for-20 reverse split will proportionally reduce the number of outstanding shares of Company Common Stock from approximately 50 million shares to approximately 2.5 million shares and the ownership percentage of each shareholder will remain unchanged other than as a result of fractional shares. Proportional adjustments will be made to the number of shares of RenX’s Common Stock issuable upon exercise or conversion of the Company’s outstanding equity awards and warrants, as well as the applicable exercise price. There will be no change to the total number of authorized shares of RenX’s Common Stock as set forth in the Amended and Restated Certificate of Incorporation of the Company. Stockholders whose shares are held in brokerage accounts should direct any questions concerning the reverse split to their broker. All stockholders of record may direct questions to the Company’s transfer agent, Equiniti Trust Company, LLC at 800-468-9716.

The reverse split is intended to bring the Company into compliance with the minimum bid price requirement for maintaining the listing of its Common Stock on the Nasdaq Capital Market, and to make the bid price more attractive to a broader group of institutional and retail investors. The Nasdaq Capital Market requires, among other things, that a listed company’s common stock maintain a minimum bid price of at least \$1.00 per share.

Any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification and combination following the Effective Time (after taking into account all fractional shares of Common Stock otherwise issuable to such holder) shall be entitled to receive a cash payment equal to the number of shares of the Common Stock held by such stockholder before the reverse split that would otherwise have been exchanged for such fractional share interest multiplied by the average closing sales price of the Common Stock as reported on the Nasdaq for the ten days preceding the Effective Time.

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## **About RenX Enterprises Corp.**

RenX Enterprises Corp. is a technology-driven environmental processing and sustainable materials company focused on producing value-added compost, engineered soils, and specialty growing media for agricultural, commercial, and consumer end markets. The Company's platform is designed to be differentiated by its use of advanced milling and material-processing technology, including a planned deployment of a licensed Microtec system, to precisely size, refine, and condition organic inputs into consistent, high-performance soil substrates. This technology-enabled approach will allow RenX to move beyond traditional waste-to-value operations and manufacture engineered growing media with repeatable quality and defined specifications.

RenX's core operations are anchored by a permitted 80+ acre organics processing facility in Myakka City, Florida. At this facility, the Company integrates organics processing, advanced milling, blending, and in-house logistics to support the localized production of proprietary soil substrates and potting media. The Company believes that by optimizing products for regional feedstocks and customer requirements, it can shorten supply chains, enhance quality control, and improve unit economics while serving higher-value end markets. The Company also owns a portfolio of legacy real estate assets, which it intends to monetize to fund its core technology-driven environmental processing platform.

## **Forward-Looking Statements**

This press release may contain forward-looking statements within the meaning of 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 fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions, and include, among others, statements regarding the reverse split allowing the Company to regain compliance with Nasdaq's minimum bid price requirement, enabling the Company to attract a broader universe of investors, the Company producing value-added compost, engineered soils, and specialty growing media for agricultural, commercial, and consumer end markets; the planned deployment of a licensed Microtec system; RenX's technology-enabled approach allowing it to move beyond traditional waste-to-value operations and manufacture engineered growing media with repeatable quality and defined specifications; the Company's optimization of products for regional feedstocks and customer requirements shortening supply chains, enhancing quality control, and improving unit economics while serving higher-value end markets; the Company's ability to monetize its portfolio of legacy real estate assets; the Company's ability to fund its core technology-driven environmental processing platform. These forward-looking statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions, and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Important factors that could cause actual results to differ materially from current expectations include, among others, the Company's ability to regain and maintain compliance with the Nasdaq's minimum bid price; the Company's ability to monetize its portfolio of legacy real estate assets; the Company's ability to fund its core technology-driven environmental processing platform; and other factors discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, and its subsequent filings with the Securities and Exchange Commission. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof.

## **For Media and IR inquiries please contact:**

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