

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) **August 27, 2026**

Change Agents Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38728
(Commission File Number)

47-1685128
(I. R. S. Employer
Identification No.)

4400 Route 9 South, Suite 3100
Freehold, NJ 07728
(Address of principal executive offices, including ZIP code)
(732) 780-4400
(Registrant's telephone number, including area code)

(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
Common stock, \$0.0001 par value	CHGA	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 (§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 contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

As previously reported in a Current Report on Form 8-K with the Securities and Exchange Commission (the “SEC”), on June 9, 2026 Change Agents Corporation (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved a proposal to give the Company’s board of directors (the “Board”) the authority, at its discretion, to file a certificate of amendment (the “Charter Amendment”) to the Company’s amended and restated certificate of incorporation, as amended (“Certificate of Incorporation”), to effect a reverse split of the Company’s issued common stock, par value \$0.0001, (“Common Stock”) at a ratio that is not less than 1-for-2 and not greater than 1-for-25, without reducing the authorized number of shares of Common Stock, with the exact ratio to be selected by the Board in its discretion and to be effected, if at all, in the sole discretion of the Board at any time following stockholder approval of the amendment to the Company’s Certificate of Incorporation and before June 9, 2027 without further approval or authorization of the stockholders. The Board determined to effect a reverse split of the Common Stock (the “Reverse Stock Split”) at a ratio of 1-for 20

On August 28, 2026, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware to effectuate the Reverse Stock Split. The Reverse Stock Split became effective as of 4:01 p.m. Eastern Time on August 28, 2026, and the Company’s common stock began trading on a split-adjusted basis when the Nasdaq Stock Market opened on August 31, 2026. The Company’s Common Stock will continue to trade on The Nasdaq Capital Market under its existing symbol “CHGA,” but the Common Stock has been assigned a new CUSIP number (05344R401).

When the Reverse Stock Split became effective, every twenty (20) shares of the Company’s issued and outstanding Common Stock were automatically combined, converted and changed into one (1) share of the Company’s Common Stock, without any change in the number of authorized shares or the par value per share. The Reverse Stock Split reduced the number of issued and outstanding shares of Common Stock from approximately 21,071,803 shares to approximately 1,053,591 shares, with an estimated public float of approximately 929,278 shares following the Reverse Stock Split.

As a result of the Reverse Stock Split, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. No fractional shares of Common Stock were issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive fractional shares of Common Stock had their holdings rounded up to the next whole share.

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

Item 7.01 Regulation FD Disclosure

On August 27, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K is furnished and shall not be deemed to be “filed” for the 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. The information in this Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

Exhibit No.	Description of Exhibit
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Change Agents Corporation
99.1	Press Release dated August 27, 2026
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: August 31, 2026

Change Agents Corporation

/s/ Sam Knipper

Sam Knipper

Chief Financial Officer

Delaware
The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CHANGE AGENTS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A. D. 2026, AT 8 0' CLOCK A. M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-EIGHTH DAY OF AUGUST, A. D. 2026 AT 4: 01 O'CLOCK P. M.



A handwritten signature in cursive script, reading "C. B. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

5576616 8100
SR# 20264226470

Authentication: 204967257
Date: 08-28-26

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
CHANGE AGENTS CORPORATION**

**State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 08/28/2026
FILED 08:00 AM 08/28/2026
SR 20264226470 - File Number 557**

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

Change Agents Corporation (the “Corporation”), a corporation existing under the General Corporation Law of the State of Delaware (the “DGCL”), hereby certifies as follows:

FIRST: This Certificate of Amendment (this “Certificate of Amendment”) amends the provisions of the Corporation’s Amended and Restated Certificate of Incorporation filed with the Secretary of State on April 25, 2018, as amended by the Certificate of Amendment thereto filed with the Secretary of State on December 22, 2022, and by the Certificate of Amendment thereto filed with the Secretary of State on October 23, 2024, and by Certificate of Amendment thereto filed with the Secretary of State on July 17, 2026 (as amended to date, the “Certificate of Incorporation”).

SECOND: The Certificate of Incorporation is hereby amended by amending and restating Article IV, Section C as follows:

“C. REVERSE STOCK SPLIT”

As of 4:01 Eastern time on August 28, 2026 (the “Effective Time”) of this Certificate of Amendment pursuant to the Section 242 of the General Corporation Law of the State of Delaware, each twenty (20) shares of outstanding Common Stock, par value \$0.0001 per share (“Old Common Stock”), of the Corporation issued and outstanding immediately prior to the Effective Time shall be, without any action of the holder thereof, automatically combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.0001 per share (the “New Common Stock”) of the Corporation (the “Reverse Stock Split”). Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock 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 New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined. No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. In the event the Reverse Stock Split leaves a stockholder with a fraction of a share, the number of shares due to the stockholder shall be rounded up to the next whole share of Common Stock.”

THIRD: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 28th day of August, 2026.

Change Agents Corporation

By: /s/ Sam Knipper
Name: Sam Knipper
Title: Chief Financial Officer



Change Agents Announces 1-for-20 Reverse Stock Split

Following the reverse split, the Company expects to have approximately 1.05 million shares outstanding and an estimated public float of approximately 930,000 shares

FREEHOLD, N.J., August 27, 2026 (GLOBE NEWSWIRE) – Change Agents Corporation (“Change Agents” or the “Company”) (Nasdaq: CHGA), a developer of agentic artificial intelligence (“AI”) software solutions, today announced that it will implement a 1-for-20 reverse stock split of its issued common stock, par value \$0.0001 (“Common Stock”), (the “Reverse Stock Split”), effective at 4:01 p.m. Eastern Time on August 28, 2026 (the “Effective Time”). The Company’s Common Stock is expected to begin trading on a split-adjusted basis when the market opens on August 31, 2026, and continue to trade on The Nasdaq Capital Market under the symbol “CHGA.” The new CUSIP number for the Common Stock will be 05344R401.

The primary goal of the Reverse Stock Split is to increase the per share market price of the Common Stock to regain compliance with the minimum \$1.00 per share bid price requirement set forth in Nasdaq’s listing rules for continued listing on the Nasdaq.

At the Effective Time, every twenty (20) shares of the Company’s Common Stock issued and outstanding or held as treasury stock will automatically be combined into one (1) share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Any stockholder who would otherwise be entitled to receive a fractional share will instead be entitled to receive one whole share of Common Stock in lieu of such fractional share. Once effective, the Reverse Stock Split is expected to reduce the number of issued and outstanding shares of Common Stock from approximately 21.1 million shares to approximately 1.05 million shares, with an estimated public float of approximately 930,000 shares following the Reverse Stock Split. The Reverse Stock Split will not change the number of authorized shares of the Company’s Common Stock or the par value per share of the Company’s Common Stock.

As a result of the Reverse Stock Split, equitable adjustments will be made to the number of shares of the Common Stock issuable upon exercise of the Company’s equity awards and warrants and the number of shares issuable under the Company’s equity incentive plans, as well as the applicable exercise prices for such equity awards and warrants, in accordance with their terms.

VStock Transfer LLC is acting as transfer and exchange agent for the Reverse Stock Split. Registered stockholders who hold shares of Common Stock in uncertificated form are not required to take any action to receive post-reverse split shares and holders of certificated shares will receive instructions from the VStock Transfer LLC. Stockholders owning shares through an account at a brokerage firm, bank, dealer, custodian or other similar organization acting as nominee will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such broker’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

“The reverse stock split is an important step toward maintaining our Nasdaq listing while establishing a more streamlined capital structure,” said Meng Li, Change Agents’ Interim Chief Executive Officer and Chief Operating Officer. “Following the split, we expect to have approximately 1.05 million shares outstanding and an estimated public float of approximately 930,000 shares. We believe this structure can enhance our visibility among a broader universe of investors as we continue to execute our growth strategy.”

Additional information about the Reverse Stock Split can be found in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission (the "SEC") on April 17, 2026, which is available free of charge at the SEC's website at www.sec.gov, and on the Company's website Investor Relations at <https://ir.changeagentscorp.com/>.

About Change Agents Corp.

Change Agents Corp. (Nasdaq: CHGA) is an artificial intelligence software company focused on developing agentic AI applications designed to help small businesses, brands, and content creators increase revenue, improve digital discoverability, and automate content creation. The Company's current portfolio includes Beacon, an AI Search Optimization platform, and Catch-Up, an autonomous AI-powered content creation platform. Through its scalable Software-as-a-Service (SaaS) business model, Change Agents is focused on delivering innovative AI solutions that create measurable customer value while generating recurring subscription revenue and long-term shareholder returns.

The Company is seeking to expand into various high growth sectors that are expected to benefit from artificial intelligence.

Change Agents is also distributing the KetoAir™ breathalyzer device a non-invasive consumer breathalyzer that measures ketosis levels and is sold in North America, which is registered with the U.S. Food and Drug Administration as a Class I medical device.

For more information about Change Agents Corporation, please visit www.changeagentscorp.com.

Forward-Looking Statements

Certain statements contained in this press release are "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve several risks and uncertainties. You can identify these statements by the fact that they use words such as "will", "anticipate", "estimate", "expect", "should", "may", and other words and terms of similar meaning or use of future dates; however, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact, including statements regarding the Company's commercialization, distribution and sales of its products and the product's ability to compete with other similar products. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors as disclosed in our filings with the SEC, accessible through the SEC's website (<http://www.sec.gov>), including our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K filed or furnished with the SEC. In addition to these factors, actual future performance, outcomes, and results may differ materially because of more general factors, including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes. The forward-looking statements included in this press release represent the Company's views as of the date of this press release and these views could change. The Company disclaims any obligation to update forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date of the press release. The contents of any website referenced in this press release are not incorporated by reference herein.

Contact Information:

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Investor Relations:

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