

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): June 29, 2023



**Knightscope, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-41248  
(Commission  
File Number)

46-2482575  
(IRS Employer  
Identification No.)

1070 Terra Bella Avenue  
Mountain View, California 94043  
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: (650) 924-1025

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 registered	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001 per share	KSCP	Nasdaq Global 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 8.01. Other Events.**

On June 29, 2023, Knightscope, Inc. issued a press release announcing that it has extinguished \$6.075 million in convertible notes (“Notes”) that were previously issued in conjunction with the acquisition of CASE Emergency Systems in October 2022. The Notes were fully repaid through various conversions to Class A Common Stock pursuant to the terms of the Notes.

The Notes have been paid down; however, associated warrants to purchase up to 1,138,446 shares of Class A Common Stock with an initial exercise price of \$3.25 per share of Class A Common Stock (subject to future anti-dilution adjustment), exercisable immediately and expiring five years from original issuance of the Notes, remain outstanding.

A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release, dated June 29, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

**KNIGHTSCOPE, INC.**

Date: June 29, 2023

By: /s/ Mallorie Burak

Name: Mallorie Burak

Title: President and Chief Financial Officer

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**Knightscope News Release**  
**June 29, 2023 6:30AM PT**

### **Knightscope Repays in Full \$6 Million of Convertible Notes**

**MOUNTAIN VIEW, Calif., June 29, 2023** -- [Knightscope, Inc.](#) [Nasdaq: KSCP] (“Knightscope” or the “Company”), a leading developer of autonomous security robots and blue light emergency communication systems, today announced that it has extinguished \$6.075 million in convertible notes (“Notes”) that were previously issued in conjunction with the acquisition of CASE Emergency Systems in October 2022. The Notes were fully repaid through various conversions to Class A Common Stock pursuant to the terms of the Notes.

“We’re excited to have this debt fully repaid and behind us. The repayment of the Notes strengthens the balance sheet and provides the Company with increased flexibility to execute our strategy of growing Knightscope,” said William Santana Li, chairman and CEO, Knightscope, Inc.

The Notes have been paid down; however, associated warrants to purchase up to 1,138,446 shares of Class A Common Stock with an initial exercise price of \$3.25 per share of Class A Common Stock (subject to future anti-dilution adjustment), exercisable immediately and expiring five years from original issuance of the Notes, remain outstanding.

#### **About Knightscope**

Knightscope is an advanced public safety technology company that builds fully autonomous security robots and blue light emergency communications systems that help protect the places people live, work, study and visit. Knightscope’s long-term ambition is to make the United States of America the safest country in the world. Learn more about us at [www.knightscope.com](http://www.knightscope.com). Follow Knightscope on Facebook, Twitter, LinkedIn and Instagram.

#### **Forward-Looking Statements**

This press release may contain “forward-looking statements” about Knightscope’s future expectations, plans, outlook, projections and prospects. Such forward-looking statements can be identified by the use of words such as “should,” “may,” “intends,” “anticipates,” “believes,” “estimates,” “projects,” “forecasts,” “expects,” “plans,” “proposes” and similar expressions. Forward-looking statements contained in this press release and other communications include, but are not limited to, statements about the Company’s profitability and growth. Although Knightscope believes that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These risks and uncertainties include, among other things, the risk that the restructuring costs and charges may be greater than anticipated; the risk that the Company’s restructuring efforts may adversely affect the Company’s internal programs and the Company’s ability to recruit and retain skilled and motivated personnel, and may be distracting to employees and management; the risk that the Company’s restructuring efforts may negatively impact the Company’s business operations and reputation with or ability to serve customers; the risk that the Company’s restructuring efforts may not generate their intended benefits to the extent or as quickly as anticipated. Readers are urged to carefully review and consider any cautionary statements and other disclosures, including the statements made under the heading “Risk Factors” in Knightscope’s Annual Report on Form 10-K for the year ended December 31, 2022. Forward-looking statements speak only as of the date of the document in which they are contained, and Knightscope does not undertake any duty to update any forward-looking statements, except as may be required by law.

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