UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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 27, 2026

Knightscope, Inc.

(Exact name of registrant as specified in its charter)

Delaware	001-41248	46-2482575
(State or other jurisdiction of incorporation)	*(Commission File Number)*	*(IRS Employer Identification No.)*

305 North Mathilda Avenue
Sunnyvale, California 94085
(Address of principal executive offices)(Zip Code)

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	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.001 per share	KSCP	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. ☐

FORM 8-K/A
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Entity Registrant Name: Knightscope, Inc.
Date of Report (Date of earliest event reported): OPEN

Explanatory Note

This Amendment No. 1 on Form 8-K/A (this "Amendment") to the Current Report on Form 8-K filed with the Securities and Exchange Commission on March 3, 2026 (the "Initial Report") is being filed to include the historical financial statements of Event Risk, LLC required by Item 9.01(a) of Form 8-K and the unaudited pro forma condensed consolidated financial information required by Article 11 of Regulation S-X in connection with the acquisition of Event Risk that were omitted from the Initial Report as permitted by Items 9.01(a) and (b) of Form 8-K. Except as described in this Amendment, the Initial Report remains unchanged.

Item 2.01 – Completion of Acquisition or Disposition of Assets

On February 27, 2026 (the "Closing Date"), Knightscope, Inc., a Delaware corporation (the "Company" or "Knightscope"), entered into a Securities Purchase Agreement (the "Purchase Agreement") with Event Risk LLC, an Indiana limited liability company ("Event Risk"), and Eric Rose (the "Seller"), pursuant to which Knightscope acquired all of the issued and outstanding membership interests of Event Risk (collectively, the "Transaction").

The pro forma financial information included in this Amendment has been presented for informational purposes only and is not necessarily indicative of the consolidated financial position or results of operations that would have been realized had the Transaction occurred as of the dates indicated, nor is it meant to be indicative of any anticipated financial position or future results of operations that the Company will experience after the Transaction. Except as set forth herein, no modifications have been made to information in the Initial Report, and the Company has not updated any information contained therein to reflect events that have occurred since the date of the Initial Report.

Item 9.01 – Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

The audited financial statements of Event Risk as of December 31, 2025 and 2024, respectively, and for the years then ended and the accompanying notes thereto, are filed as Exhibit 99.1 hereto and incorporated by reference into this Item 9.01(a).

(b) Pro Forma Financial Information

The following unaudited pro forma financial information of the Company is filed as Exhibit 99.2 hereto and incorporated by reference into this Item 9.01(b):

1. Unaudited Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2025 and the three months ended March 31, 2026; and

2. Notes to the Unaudited Pro Forma Condensed Combined Financial Statements.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of BPM LLP
99.1	The audited financial statements of Event Risk, Inc. as of and for the year ended December 31, 2025 and 2024, respectively, and the related notes
99.2	The unaudited pro forma condensed combined financial information of the Company giving effect to the acquisition of Event Risk, LLC, which includes the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2025 and for the three months ended March 31, 2026 and the related notes
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: May 15, 2026

KNIGHTSCOPE, INC.

By: /s/ William Santana Li

Name: William Santana Li

Title: Chairman, Chief Executive Officer and President

EXHIBIT 23.1

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-1 (Nos. 333-268315 and 333-264259), Form S-3 (No. 333-286404) and Form S-8 (Nos. 333-291066, 333-286275, 333-272393, 333-266891, 333-264454 and 333-294715) of Knightscope, Inc. of our report dated May 15, 2026 relating to the financial statements of Event Risk, Inc., which appears in this Current Report on Form 8-K.

/s/ BPM LLP

Irvine, California
May 15, 2026

Exhibit 99.1

EVENT RISK, INC.

FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

EVENT RISK, INC.

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INDEPENDENT AUDITORS' REPORT

To the Shareholder of Event Risk, Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Event Risk, Inc. (the "Company") which comprise the balance sheets as of December 31, 2025 and 2024, and the related statements of comprehensive income (loss), shareholder's equity (deficit), and cash flows for each of the two years in the period ended December 31, 2025, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2025 in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("U.S. GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

/s/ BPM LLP

Irvine, California
May 15, 2026

EVENT RISK, INC.
BALANCE SHEETS
(In thousands)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash	$ 282	$ 367
Accounts receivable, net	1,609	1,204
Prepaid expenses and other current assets	75	33
Total current assets	1,966	1,604
Equipment, net	32	1
Total assets	$ 1,998	$ 1,605
LIABILITIES AND SHAREHOLDER'S EQUITY (DEFICIT)		
Accounts payable and accrued expenses	$ 1,461	$ 979
Deferred revenue	148	76
Debt obligations	1,133	190
Other current liabilities	199	146
Total current liabilities	2,941	1,391
Total liabilities	2,941	1,391
Commitments and contingencies (Note 6)		
Common stock	1	1
Retained earnings (accumulated deficit)	(944)	213
Total shareholder's equity (deficit)	(943)	214
Total liabilities and shareholder's equity (deficit)	$ 1,998	$ 1,605

EVENT RISK, INC.
STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Year Ended December 31,	
	2025	2024
Revenue	$ 15,366	$ 11,261
Cost of revenue	12,246	8,062
Gross profit	3,120	3,199
Operating expenses:		
General and administrative	2,396	1,650
Sales and marketing	916	471
Total operating expenses	3,312	2,121
Income (loss) from operations	(192)	1,078
Other income (expense):		
Interest expense, net	(73)	(49)
Other income, net	1	—
Total other expense	(72)	(49)
Net income (loss) before income tax expense	(264)	1,029
Income tax expense	23	71
Net income (loss) and comprehensive income (loss)	$ (287)	$ 958

EVENT RISK, INC.
STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)
(In thousands, except shares)

	Common Stock		Retained Earnings (Accumulated Deficit)	Total Shareholder's Equity (Deficit)
	Shares	Amount		
Balance as of January 1, 2024	**10,000**	**$ 1**	**$ 574**	**$ 575**
Net income	—	—	958	958
Distribution to shareholder	—	—	(1,319)	(1,319)
Balance as of December 31, 2024	**10,000**	**1**	**213**	**214**
Net loss	—	—	(287)	(287)
Distribution to shareholder	—	—	(1,220)	(1,220)
Contribution from shareholder	—	—	350	350
Balance as of December 31, 2025	**10,000**	**$ 1**	**$ (944)**	**$ (943)**

EVENT RISK, INC.
STATEMENTS OF CASH FLOWS
(In thousands)

	December 31, 2025	December 31, 2024
Cash Flows From Operating Activities		
Net income (loss)	$ (287)	$ 958
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	12	2
Changes in operating assets and liabilities:		
Accounts receivable, net	(405)	(189)
Prepaid expenses and other current assets	(42)	17
Accounts payable and accrued expenses	482	502
Deferred revenue	72	76
Other current and non-current liabilities	53	71
Net cash provided by (used in) operating activities	(115)	1,437
Cash Flows From Investing Activities		
Purchases of equipment	(43)	—
Net cash used in investing activities	(43)	—
Cash Flows From Financing Activities		
Proceeds from revolving credit facility	1,200	250
Repayments on revolving credit facility	(257)	(60)
Proceeds from shareholder contributions	350	—
Payments of distributions to shareholder	(1,220)	(1,319)
Net cash provided by (used in) financing activities	73	(1,129)
Net change in cash	(85)	308
Cash at beginning of the period	367	59
Cash at end of the period	$ 282	$ 367
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest during the year	$ 72	$ 48
Cash paid for income taxes	$ 71	$ 49

EVENT RISK, INC.

NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

1. BUSINESS OVERVIEW

Event Risk, Inc. (the "Company" or "Event Risk") was incorporated on August 14, 2020 under the laws of the State of Indiana. The Company is an S-Corporation under the Internal Revenue Code ("IRC").

Event Risk is a provider of security, executive protection, investigations, and risk mitigation services operating throughout the United States. The Company delivers licensed security personnel and response services to corporate and commercial clients. The Company is located and headquartered in San Antonio, Texas.

On February 27, 2026, Knightscope, Inc., a Delaware corporation, acquired all the issued and outstanding membership interests of the Company. Refer to Note 9 - Subsequent Events for additional information.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation— The financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP").

Use of Estimates— The preparation of the financial statements in conformity with GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Specific accounts that require management estimates include, but are not limited to, estimating the useful lives of equipment, allowance for credit losses, and impairment of long-lived assets. Actual results could differ from those estimates and such differences may be material to the financial statements.

Cash— The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. As of December 31, 2025 and 2024, the Company did not have any cash equivalents.

Accounts Receivable, net— Accounts receivable are primarily derived from providing security, executive protection, investigations, and risk mitigation services. The Company reviews its accounts receivable for collectibility based on historical loss patterns, aging of the accounts receivable, and assessments of specific identifiable customer accounts considered at risk or uncollectible, and provides allowances for potential credit losses, as needed. The Company also considers any changes to the financial condition of its customers and any other external market factors that could impact the collectibility of the accounts receivable in the determination of the allowance for credit losses.

Receivables are written off against the allowance when management believes that the amount receivable will not be recovered. Based on management's assessment, the Company recorded $0 allowance for credit losses as of December 31, 2025 and 2024.

Equipment, net— Equipment, net is stated at cost less accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets. Equipment is depreciated over a useful life of three years. Maintenance and repairs are charged to expense as incurred. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the balance sheets and any resulting gain or loss is reflected in the statements of comprehensive income (loss) in the period realized.

The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that their carrying value may not be recoverable from the estimated future cash flows expected to result from their use or eventual disposition. If estimates of future undiscounted net cash flows are insufficient to recover the carrying value of the assets, the Company will record an impairment loss in the amount by which the carrying value exceeds the fair value.

Leases— At contract inception, the Company determines whether the contract is, or contains, a lease and whether the lease should be classified as an operating or a financing lease and reassesses that conclusion if the contract is modified.

The Company recognizes operating lease right-of-use ("ROU") assets and operating lease liabilities based on the present value of the future minimum lease payments over the lease term at the commencement date. The ROU asset is reduced for tenant incentives, if any, and excludes any initial direct costs incurred, if any. The Company uses the risk-free rate to determine the present value of future payments and the appropriate lease classification. The Company defines the initial lease term to include renewal options determined to be reasonably certain. If the Company determines the option to extend or terminate is reasonably certain, it is included in the determination of lease assets and liabilities. The Company reassesses the lease term if and when a significant event or change in circumstances occurs within the control of the Company, such as the construction of significant leasehold improvements that are expected to have economic value when the option becomes exercisable.

The Company recognizes a single lease cost on a straight-line basis over the lease term, and it classifies all cash payments within operating activities in the combined statements of cash flows.

The Company has lease agreements with lease and non-lease components, which it has elected to not combine for all asset classes. In addition, the Company does not recognize ROU assets or lease liabilities for leases with a term of 12 months or less of all asset classes.

Concentrations of Credit Risk— Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. The Company places its cash with high-quality financial institutions. From time to time, and as of December 31, 2025 and 2024, such cash may be in excess of the Federal Deposit Insurance Corporation ("FDIC") insurance limit. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

For the year ended December 31, 2025, customers that individually account for 10% or more of total revenue represented 86% of total revenue and 93% of total accounts receivable as of December 31, 2025. For the year ended December 31, 2024, customers that individually account for 10% or more of total revenue represented 75% of total revenue and 83% of total accounts receivable as of December 31, 2024.

Revenue Recognition— The Company's revenues are primarily based on armed and unarmed security guarding services and executive protection. The contracts are typically cancellable with a 30-day notice period. Revenue is recognized in accordance with Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers,* when control of these services is transferred to the clients, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a client;
- Identification of the performance obligations in the contract;

- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company recognizes revenue as follows:

For customers that are billed in arrears and due to the nature of the security guarding services, the Company's performance obligations qualify for the "right to invoice" practical expedient. Under this practical expedient, the Company recognizes revenue over time, in the amount to which the Company has a right to invoice. In addition, the Company is not required to estimate such variable consideration upon inception of the contract and reassess the estimate each reporting period. The Company determined that this method best represents the transfer of services, as the Company charges a fixed amount for each hour of service provided and upon billing the Company has a right to consideration from a customer in an amount that directly corresponds with the value to the customer of the Company's performance completed to date. For contracts accounted for under the right-to-invoice practical expedient, the Company does not disclose remaining performance obligations for services already rendered and invoiced.

For contracts that are billed in advance, the Company recognizes revenue ratably over the period in which the services are performed and any remaining unsatisfied performance obligations are reflected in deferred revenue as of December 31, 2025 and 2024.

The Company recognizes an asset for the incremental costs of obtaining a contract with a customer if it expects the benefit of those costs to be longer than one year. Costs incurred to obtain a contract are expensed as incurred when the amortization period is less than one year. Incidental items that are immaterial in the context of the contract are recognized as expense. The Company has concluded that none of the costs it has incurred to obtain its sales contracts meet the capitalization criteria and, as such, there are no costs deferred and recognized as assets on the balance sheets as of December 31, 2025 and 2024.

The Company evaluates whether it is appropriate to recognize revenue on a gross or net basis based upon its evaluation of whether the Company obtains control of the specified services by considering if it is primarily responsible for fulfillment of the promise, has the risk of loss, and has the latitude in establishing pricing and selecting suppliers, among other factors. Based on its evaluation of these factors, the Company has determined that it is the principal in its arrangements and revenue is recorded gross of costs associated with each transaction.

Deferred Revenue— Deferred revenue represents amounts invoiced to customers for contracts for which revenue has yet to be recognized for services to be provided to the Company's customers. Typically, the timing of invoicing is based on the terms of the contracts.

For customers that are billed in advance, the Company records the invoices as deferred revenue and amortizes the amount over the period that the services are delivered, which generally is a 6 to 12-month period.

Deferred revenue includes billings in excess of revenue recognized. Revenue recognized at a point in time generally does not result in significant increases in deferred revenue. Revenue recognized over a period generally results in a majority of the increases in deferred revenue as the performance obligations are fulfilled after the billing event.

The Company expects the entire balance of deferred revenue to be recognized in the next 12 months.

Cost of Revenue— Cost of revenue primarily includes direct labor costs and associated benefits and indirect costs related to contract performance, such as supplies, uniforms, and tools.

Advertising— Costs associated with the Company's advertising are expensed as incurred. Advertising expense was approximately $511,000 and $289,000 for the years ended December 31, 2025 and 2024, respectively.

Fair Value Measurements— The Company determines the fair market values of its financial instruments based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The following are three levels of inputs that may be used to measure fair value:

Level 1— Quoted prices in active markets for identical assets or liabilities. The Company considers a market to be active when transactions for the asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2— Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3— Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The valuation of Level 3 investments requires the use of significant management judgments or estimation.

The Company's financial instruments include accounts receivable and payable and accrued liabilities. The fair values of these instruments approximate their carrying amounts because of their short-term nature. The carrying value of the Company's borrowings approximates fair value based on current rates available to the Company.

Recently Issued Accounting Pronouncements— In July 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") ASU 2025-05, *Financial Instruments—Credit Losses (Topic 326) - Measurement of Credit Losses for Accounts Receivable and Contract Assets*. This ASU provides a practical expedient that allows entities, when assessing expected credit losses for accounts receivable and contract assets, to assume the current conditions as of the balance sheet date do not change for the remaining life of the asset under assessment. An entity that elects the practical expedient is permitted to make an accounting policy election to consider collection activity after the balance sheet date when estimating expected credit losses. The ASU is effective for annual reporting periods beginning after December 15, 2025 and should be applied prospectively. The Company has determined the adoption of this ASU will have no material impact on its financial statements.

Management has reviewed other recently issued accounting pronouncements issued or proposed by the FASB and does not believe any of these accounting pronouncements will have a material impact on the Company's financial statements.

3. EQUIPMENT, NET

Equipment, net consists of the following (in thousands):

	December 31,	
	2025	2024
Equipment	$ 50	$ 7
Accumulated depreciation	(18)	(6)
Equipment, net	$ 32	$ 1

Depreciation expense related to property and equipment is included in general and administrative expense in the accompanying statements of comprehensive income. Depreciation expense was approximately $12,000 and $2,000 for the years ended December 31, 2025 and 2024, respectively.

4. DEBT OBLIGATION

Frost Revolver

On June 24, 2025, the Company entered into a credit agreement for a revolving credit facility (the "Frost Revolver") with Frost Bank that provides the Company with advances equal to the lesser of $1,500,000 or 80% of the aggregate amount of eligible accounts. The Frost Revolver has a maturity date of June 23, 2026 and bears interest at a variable rate per annum equal to 1.75% above the Prime Rate, subject to a minimum rate of 3.5%. As of December 31, 2025, the interest rate was 8.5% and the outstanding balance on the Frost Revolver was $1,133,000. Total interest expense recorded for the Frost Revolver was approximately $37,000 for the year ended December 31, 2025.

Under the terms of the Frost Revolver, the Company is required to comply with certain financial and nonfinancial covenants. Any failure by the Company to comply with these covenants and any other obligations under the agreement could result in an event of default, which allows Frost Bank to accelerate the repayments of the amounts owed. As of December 31, 2025, the Company was in compliance with its financial covenants. Borrowings under the Frost Revolver are collateralized by the Company's accounts receivable.

In February 2026, the outstanding balance on the Frost Revolver was fully repaid in connection with the acquisition of the Company. Refer to Note 9 - Subsequent Events for additional information.

FinWise Loan

On August 20, 2024, the Company entered into a loan agreement with FinWise Bank, under which it borrowed $250,000, which included approximately $6,000 of loan origination fees (the "FinWise Loan"). The FinWise Loan is payable in 63 weekly installments of approximately $5,000 and will accrue total interest over the term of the loan of $90,000. A prepayment discount of 50% of the unpaid interest portion of the full balance then remaining on the loan will apply if the loan is paid before the maturity date. As of December 31, 2024, the outstanding balance on the FinWise Loan was $190,000.

In March 2025, the outstanding balance on the FinWise Loan was fully repaid. Total interest expense recorded for the FinWise Loan was approximately $35,000, which includes the 50% prepayment discount, for the year ended December 31, 2025 and $42,000 for the year ended December 31, 2024.

Debt Costs

Debt related costs associated with both the Frost Revolver and FinWise Loan were expensed as incurred since amounts were considered immaterial.

5. INCOME TAXES

The Company is taxed as an S-Corporation for U.S. federal income tax purposes for the periods presented. Accordingly, the Company's results of operations were included in the federal and, in certain cases, state income tax returns of its shareholder, and no provision for U.S. federal income taxes has been recorded in the accompanying financial statements. The Company recognized income tax expense only for taxes imposed directly on the Company by certain state and local taxing jurisdictions, where applicable. Income tax expense recognized for the years ended December 31, 2025 and 2024 was $23,000 and $71,000, respectively. The Company had no unrecognized tax benefits as of December 31, 2025 and 2024, and no amounts were accrued for interest or penalties.

6. COMMITMENTS AND CONTINGENCIES

Leases— The Company leases space for its corporate headquarter in San Antonio, Texas under a noncancelable operating lease agreement, which expires in March 2026. Lease expense totaled approximately $75,000 and $65,000 for the years ended December 31, 2025 and 2024, respectively, and is included in general and administrative expense in the statements of comprehensive income (loss). As of December 31, 2025 and 2024, the Company did not record right-of-use assets and lease liabilities for this operating lease agreement as future minimum lease payments remaining was considered immaterial. Future minimum lease payments remaining under the non-cancelable operating lease as of December 31, 2025 was approximately $9,500 and was paid in fiscal year 2026.

Litigation— From time to time, the Company may be subject to pending legal proceedings and regulatory actions in the ordinary course of business. The Company is not presently a party to any litigation that it believes to be material and the Company is not aware of any pending or threatened litigation against the Company that it believes could have a material adverse effect on its business, operating results, financial condition or cash flows.

7. SHAREHOLDER AND RELATED PARTY TRANSACTIONS

During the years ended December 31, 2025 and 2024, the Company made net cash distributions to its shareholder totaling approximately $870,000 and $1,319,000, respectively. Distributions are intended to provide funds for the shareholder's individual tax liabilities arising from the Company's pass-through taxable income, as well as to distribute excess operating cash flows.

8. EMPLOYEE BENEFIT PLAN

The Company sponsors a defined contribution 401(k) plan that eligible employees can participate. Contributions to the 401(k) plan include voluntary contributions by eligible employees and employer matching contributions by the Company. Defined contributions expense was approximately $60,000 and $3,000 for the years ended December 31, 2025 and 2024, respectively.

9. SUBSEQUENT EVENTS

Management has evaluated subsequent events through May 15, 2026, the date on which the financial statements were available to be issued.

On February 27, 2026, Knightscope, Inc., a Delaware corporation, acquired all the issued and outstanding membership interests of the Company. In connection with the acquisition, Knightscope assumed and fully repaid amounts owed under the Frost Revolver.

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UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

Overview

On February 27, 2026 (the “Closing Date”), Knightscope, Inc., a Delaware corporation (the “Company” or “Knightscope”), entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Event Risk LLC, an Indiana limited liability company (“Event Risk”), and Eric Rose (the “Seller”), pursuant to which Knightscope acquired all of the issued and outstanding membership interests of Event Risk (the “Acquired Interests”).

Pursuant to the Purchase Agreement, the aggregate consideration for the acquisition of Event Risk includes a closing cash payment of $5.0 million, the assumption and full discharge of approximately $1.1 million in indebtedness, and the issuance of 1,724,418 shares of Knightscope Class A Common Stock. The agreement also stipulates deferred cash payments totaling $4.0 million, to be paid in quarterly installments of $0.5 million from March 31, 2027, through December 31, 2028. Additionally, the transaction provides for potential contingent consideration, which includes (i) up to $2.0 million in Earn-Out Payments tied to 2026 revenue and gross margin percentage thresholds, (ii) Cash Revenue Share Payments for 2027-2031 capped at an aggregate of $10.0 million, and (iii) potential Equity Revenue Share Issuances capped at the lesser of 2.5% of fully diluted shares outstanding or $3.0 million in grant-date value. These contingent considerations are defined in the Purchase Agreement and incorporated herein by reference.

For purposes of this filing, the Purchase Agreement is referred to as the "Transaction".

Unaudited Pro Forma Financial Information

The following unaudited pro forma condensed combined financial statements of operations have been derived from the Company’s historical consolidated financial statements and are presented to give effect to the Transaction. A pro forma condensed combined balance sheet as of March 31, 2026 is not provided because the Transaction is already reflected in the Company’s unaudited interim condensed consolidated balance sheet included in the Form 10-Q for the period ended March 31, 2026 filed on May 15, 2026. Additionally, all relevant adjustments that would be expected in the pro forma balance sheet are clearly disclosed in the Form 10-Q.

The unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2026 and for the year ended December 31, 2025 give effect to the Transaction as if it had occurred on January 1, 2025.

The historical financial statements have been adjusted in the unaudited pro forma condensed combined financial statements to give effect to events that are (i) directly attributable to the Transaction, (ii) factually supportable, and (iii) with respect to the statements of operations, expected to have a continuing impact on the combined company. The unaudited pro forma condensed combined statements of operations reflect non-recurring transaction charges directly related to the Transaction that the combined company has incurred in furtherance of consummation of the Transaction, as well as transaction costs incurred, but not yet recorded, subsequent to March 31, 2026. Further, the tax rate used for these unaudited pro forma condensed combined financial statements is an estimated effective tax rate, which will likely vary from the actual effective rate in periods subsequent to the completion of the Transaction.

The unaudited pro forma condensed combined financial information has been prepared by the Company using the acquisition method of accounting in accordance with U.S. generally accepted accounting principles (“US GAAP”). The Company has been treated as the “accounting acquirer” and Event Risk as the “accounting acquiree” in the Transaction for accounting and financial reporting purposes. The pro forma adjustments are based upon the information currently available and certain assumptions and estimates that the Company believes are reasonable as of the date hereof as described in the accompanying notes. The following unaudited pro forma condensed combined statements of operations for the three months ended March 31, 2026 and for the year ended December 31, 2025, are based on the historical financial statements of Knightscope and Event Risk. These unaudited pro forma condensed combined financial statements and information are provided for illustrative and informational purposes only. They do not purport to represent or be indicative of the consolidated results of operations or financial condition of the Company had the Transaction been completed as of the assumed date or for the periods presented, or which may be realized in the future, and should not be construed as representative of the future consolidated results of operations or financial condition of the combined entity. Actual results may differ materially from the assumptions within the accompanying unaudited pro forma condensed combined financial information.

An updated determination of the fair value of Event Risk’s assets acquired and liabilities assumed will be performed within one year of closing of the Transaction. The final purchase price allocation may be materially different from the preliminary purchase consideration allocation presented in the unaudited pro forma condensed combined financial information. Any changes in the fair values of the net assets or total purchase consideration as compared with the information shown in the unaudited pro forma condensed combined financial information may change the amount of the total purchase price allocated to goodwill, and other assets and liabilities, which may impact the combined entity’s balance sheet and statement of operations. As a result of the foregoing, the pro forma adjustments are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial information. Differences between these preliminary estimates and the final acquisition accounting may arise, and these differences could have a material impact

on the accompanying unaudited pro forma condensed combined financial information and the combined entity's future results of operations and financial position.

The unaudited pro forma condensed combined financial information does not reflect any expected cost savings, operating synergies, or revenue enhancements that the combined entity may achieve as a result of the Transaction or the costs necessary to achieve any such cost savings, operating synergies, or revenue enhancements.

The unaudited pro forma condensed combined financial statements should be read in conjunction with the:

- accompanying notes to the unaudited pro forma condensed combined financial statements;
- unaudited historical financial statements of the Company as of and for the three months ended March 31, 2026;
- audited historical financial statements of the Company as of and for the year ended December 31, 2025;
- audited historical consolidated financial statements of Event Risk, Inc. as of and for the years ended December 31, 2025 and 2024 included in Exhibit 99.1 in the Form 8-K/A filed with the Securities and Exchange Commission on May 15, 2026.

KNIGHTSCOPE, INC.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Three Months Ended March 31, 2026
(in thousands, except per share amounts)

	Knightscope, Inc.	Event Risk, Inc.	Pro Forma		
	Historical March 31, 2026	Historical January 1 through February 26, 2026	Transaction Accounting Adjustments	Note	Pro Forma Combined Company
Revenue, net					
Service	$ 4,172	$ 3,946	$ —		$ 8,118
Product	1,844	—	—		1,844
Total revenue, net	6,016	3,946	—		9,962
Cost of revenue					
Service	4,242	2,776	—		7,018
Product	1,309	—	—		1,309
Total cost of revenue	5,551	2,776	—		8,327
Gross margin	465	1,170	—		1,635
Operating expenses:					
Research and development	4,681	—	—		4,681
Sales, general and administrative	6,112	499	(658)	**3 (aa) 3 (bb) 3 (cc)**	5,953
Total operating expenses	10,793	499	(658)		10,634
Income (loss) from operations	(10,328)	671	658		(8,999)
Other income (expense):					
Interest expense, net	(15)	(16)	16	**3 (dd)**	(15)
Other income, net	23	50	—		73
Total other income	8	34	16		58
Net income (loss) before income tax expense	(10,320)	705	674		(8,941)
Income tax expense	—	156	(156)	**3 (ee)**	—
Net income (loss)	$ (10,320)	$ 549	$ 830		$ (8,941)
Basic and diluted net loss per common share	$ (0.74)				$ (0.60)
Weighted average shares used to compute basic and diluted net loss per share	13,857,319		1,092,132	**3 (ff)**	14,949,451

See accompanying notes to the unaudited pro forma condensed combined financial information.

KNIGHTSCOPE, INC.
Unaudited Pro Forma Condensed Combined Statement of Operations
For the Year Ended December 31, 2025
(in thousands, except per share amounts)

	Knightscope, Inc. Historical December 31, 2025	Event Risk, Inc. Historical December 31, 2025	Pro Forma Transaction Accounting Adjustments	Note	Pro Forma Combined Company
Revenue, net					
Service	$ 7,968	$ 15,366	$ —		$ 23,334
Product	3,367	—	—		3,367
Total revenue, net	11,335	15,366	—		26,701
Cost of revenue					
Service	12,324	12,246	—		24,570
Product	3,786	—	—		3,786
Total cost of revenue	16,110	12,246	—		28,356
Gross margin (loss)	(4,775)	3,120	—		(1,655)
Operating expenses:					
Research and development	12,486	—	—		12,486
				3 (aa) **3 (bb)**	
Sales, general and administrative	16,619	3,312	2,423	**3 (cc)**	22,354
Restructuring charges	11	—	—		11
Total operating expenses	29,116	3,312	2,423		34,851
Loss from operations	(33,891)	(192)	(2,423)		(36,506)
Other income (expense):					
Interest expense, net	(39)	(73)	73	**3 (dd)**	(39)
Other income, net	115	1	—		116
Total other income (expense)	76	(72)	73		77
Net loss before income tax expense	(33,815)	(264)	(2,350)		(36,429)
Income tax expense	—	23	(23)	**3 (ee)**	—
Net loss	$ (33,815)	$ (287)	$ (2,327)		$ (36,429)
Basic and diluted net loss per common share	$ (4.00)				$ (3.58)
Weighted average shares used to compute basic and diluted net loss per share	8,458,337		1,724,418	**3 (ff)**	10,182,755

See accompanying notes to the unaudited pro forma condensed combined financial information.

KNIGHTSCOPE, INC.
NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Basis of Presentation

The unaudited pro forma condensed combined financial statements are prepared in accordance with Article 11 of SEC Regulation S-X, as amended January 1, 2021. The historical financial information has been adjusted to give effect to the events that are (i) directly attributable to the Transaction, (ii) factually supportable and (iii) with respect to the unaudited pro forma condensed combined statements of operations, expected to have a continuing impact on the operating results of the combined company. The historical financial information of Event Risk is presented in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

The acquisition accounting adjustments relating to the Transaction are preliminary and subject to change, as additional information becomes available and as additional analyses are performed. There can be no assurances that the final valuations will not result in material changes to this preliminary purchase price allocation. The unaudited pro forma condensed combined financial statements do not give effect to the potential impact of any anticipated benefits from cost savings or synergies that may result from the Transaction or to any future integration costs. The unaudited pro forma condensed combined financial statements do not purport to project the future operating results or financial position of the combined company following the Transaction.

2. Preliminary Purchase Price Allocation

Pursuant to the Purchase Agreement, on the Transaction closing date, all of Event Risk's outstanding membership units will automatically convert into the right to receive its pro rata portion of the aggregate consideration. The total aggregate consideration for the Transaction is approximately $18.0 million and includes share issuances of 1,724,418 Knightscope, Inc. Class A common shares as detailed below. Additionally, the Purchase Agreement requires potential contingent consideration consisting of: (i) up to $2.0 million in Earn-Out Payments tied to 2026 performance, (ii) Cash Revenue Share Payments for calendar years 2027–2031 capped at $10.0 million, and (iii) potential Equity Revenue Share Issuances capped at the lesser of 2.5% of fully diluted shares or $3.0 million.

(a) The preliminary Purchase consideration is calculated as follows:

	Totals *(in thousands)*
Cash at close	$ 5,000
Payoff of debt	1,141
Fair value of common stock to be delivered	7,277
Deferred consideration	2,463
Contingent consideration	2,729
Less: Fair value of non-compete asset	(570)
Total consideration	$ 18,040

(b) Preliminary Purchase Allocation

The accounting for the Transaction, including the preliminary total aggregate consideration, is based on provisional amounts, and the associated purchase accounting is not final. The preliminary allocation of the purchase price to the acquired assets and assumed liabilities was based upon the preliminary estimate of fair values. For the preliminary estimate of fair values of assets acquired and liabilities assumed of Event Risk, the Company used publicly available benchmarking information as well as a variety of other assumptions, including market participant assumptions. The Company has, and is expected to use, widely accepted income-based, market-based, and cost-based valuation approaches upon finalization of purchase accounting for the Transaction. Actual results may differ materially from the assumptions within this unaudited pro forma condensed combined financial information.

The unaudited pro forma adjustments are based upon available information and certain assumptions the Company believes are reasonable under the circumstances.

In connection with the Transaction, the Company recorded contingent consideration liabilities. These liabilities are measured to fair value at each reporting period, with the corresponding change in fair value recognized in earnings.

The following table summarizes the preliminary purchase price allocation as of the date of the Transaction:

	Estimated Fair Value *(in thousands)*
Assets acquired:	
Cash and cash equivalents	$ 644
Accounts receivable, net of allowance for credit losses	1,787
Prepaid expenses and other current assets	118
Property, equipment and software, net	30
Goodwill	7,676
Customer relationships	15,500
Total assets acquired	25,755
Accounts payable	942
Accrued expenses and other current liabilities	6,118
Deferred revenue	655
Total liabilities assumed	7,715
Estimated Purchase consideration	$ 18,040

3. Pro Forma Statements of Operations Adjustments

Pro forma Transaction Accounting Adjustments for the three months ended March 31, 2026 and for the year ended December 31, 2025

Certain pro forma adjustments have been reflected in the unaudited pro forma condensed combined statements of operations to give effect to the Transaction.

(aa) Reflects the adjustment for identifiable intangible assets recognized at their preliminary estimated fair values in connection with the Transaction, as determined in the Company's condensed consolidated financial statements for the period ended March 31, 2026. Fair value of the acquired intangible assets was determined using an income approach, specifically the multi-period excess earnings method or relief-from- royalty method, depending on the nature of the respective assets. The identifiable intangible assets include customer relationships and non-compete asset, which are being amortized on a straight-line basis over their estimated useful lives ranging from 5 to 6.7 years. The pro forma adjustment reflects the incremental amortization expense that would have been recognized within sales, general, and administrative expenses had these assets been recorded at fair value as of the beginning of the periods presented.

	Estimated Fair Value *(in thousands)*	Useful life (years)	Three months ended March 31, 2026 amortization expense *(in thousands)*	Year ended December 31, 2025 amortization expense *(in thousands)*
Customer relationships	$ 15,500	6.7	$ 361	$ 2,313
Non-compete asset	570	5	18	114
	$ 16,070		$ 379	$ 2,427

(bb) Reflects the adjustments to remove non-recurring transaction costs directly related to the Transaction. These costs, recorded within sales, general, and administrative expenses in the historical financial statements, consist of:

$133 thousand incurred by the Company acquirer for the year ended December 31, 2025.
$984 thousand incurred by the Company for the three months ended March 31, 2026.
$76 thousand incurred by Event Risk for the three months ended March 31, 2026.

(cc) Reflects an adjustment for incremental compensation expense related to a new employment agreement with the Seller, entered into as part of the Transaction. This adjustment includes $23 thousand for the three months ended March 31, 2026, and $129 thousand for the year ended December 31, 2025, which are recognized within sales, general, and administrative expenses.

(dd) Reflects an adjustment for removal of interest expense relating to debt paid off at closing by the Company on the Seller’s behalf and included as consideration transferred. This adjustment includes $16 thousand for the three months ended March 31, 2026, and $73 thousand for the year ended December 31, 2025, which are recognized within interest expense, net.

(ee) Reflects an adjustment for the removal of income tax expense recognized by Event Risk as this expense will not recur in the combined tax structure of the Company. This adjustment includes $156 thousand for the three months ended March 31, 2026, and $23 thousand for the year ended December 31, 2025, which are recognized within income tax expense.

(ff) Reflects the impact of the issuance of additional shares of Knightscope common stock as consideration transferred in the Transaction on the computation of basic and diluted net income (loss) per common share. The pro forma basic and diluted weighted-average shares outstanding have been adjusted by the 1,724,418 shares issued, as if it had been outstanding since January 1, 2025.