

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 27, 2024

EDGIO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33508
(Commission
File Number)

20-1677033
(IRS Employer
Identification No.)

11811 North Tatum Blvd., Suite 3031
Phoenix, AZ
(Address of principal executive offices)

85028
(zip code)

Registrant's telephone number, including area code: (602) 850-5000

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, \$0.001 par value per share	EGIO	Nasdaq Capital Market

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.03. Amendment to Articles of Incorporation or By-laws; Change in Fiscal Year.

Reverse Stock Split

On March 1, 2024, Edgio, Inc. (the “Company”) will file a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Charter”), effecting a one-for-forty (1-for-40) reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) (the “Certificate of Amendment”). The Certificate of Amendment was approved by the Board of Directors of the Company (the “Board”) and will become effective on March 1, 2024.

The Certificate of Amendment was previously approved by the Company’s stockholders on January 26, 2024. On that date, at a special meeting of the stockholders, the Company received approval from holders of the required shares of voting securities of the Company granting discretionary authority to the Board to file an amendment to the Charter to authorize a reverse stock split of the Company’s Common Stock, with a ratio ranging from any whole number between 1-for-10 and 1-for-50 shares.

The above descriptions of the Certificate of Amendment do not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment attached hereto as Exhibit 3.1.

Item 7.01. Regulation FD Disclosure.

In accordance with Regulation FD, the Company hereby furnishes the press release disseminated by the Company on February 27, 2024. A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to Item 7.01, including Exhibit 99.1 furnished herewith, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01. Other Items.

The information set forth in Item 5.03 is incorporated by reference.

Effective March 1, 2024, as a result of the Reverse Stock Split, every forty (40) shares of the Company’s issued and outstanding Common Stock are to be converted into one (1) share of issued and outstanding Common Stock. The number of authorized shares will remain unchanged. The Reverse Stock Split will be effected simultaneously for all of our outstanding Common Stock and the exchange ratio will be the same for all of our outstanding Common Stock. The Reverse Stock Split will affect all of our stockholders uniformly. The Reverse Stock Split will have no impact on stockholders’ proportionate equity interest or voting rights in the Company or the par value of the Common Stock, which remains unchanged, except to the extent that the Reverse Stock Split results in any of our stockholders receiving fair value in cash of any fractional shares they would otherwise be entitled to as a result of the Reverse Stock Split. Following the Reverse Stock Split, stockholders will receive instructions from Edgio’s transfer agent on how a stockholder should surrender his or her certificate(s) representing shares of Common Stock to the transfer agent in exchange for certificates representing the appropriate number of whole shares of post-Reverse Stock Split Common Stock. Stockholders who hold their shares in brokerage accounts are not required to take any action to exchange their shares. The new CUSIP number for the Common Stock will be 53261M203.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Certificate of Incorporation
99.1	Press Release, dated February 27, 2024
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.

February 27, 2024

EDGIO, INC.

/s/ Richard P. Diegnan

Richard P. Diegnan

Chief Legal Officer & Secretary

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EDGIO, INC.**

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

Edgio, Inc., a corporation organized and existing under and by virtue of the DGCL, does hereby certify as follows:

FIRST: That the Amended and Restated Certificate of Incorporation of the corporation is hereby amended by adding the following paragraph after the first paragraph of Article IV thereof to provide as follows:

“Upon this Certificate of Amendment becoming effective pursuant to the DGCL (the “Reverse Split Effective Time”), automatically and without any action by the holder thereof each 40 shares of Common Stock issued and outstanding and held of record by each stockholder of the corporation or issued and held by the corporation in treasury immediately prior to the Reverse Split Effective Time (“Old Common Stock”) shall be combined into one (1) validly issued, fully paid and nonassessable share of Common Stock (“New Common Stock”), with no corresponding reduction in the number of authorized shares of Common Stock (the “Reverse Split”). No fractional shares of New Common Stock will be issued in connection with the Reverse Split. If, upon aggregating all of the shares of New Common Stock held by a holder of New Common Stock immediately following the Reverse Split such holder would otherwise be entitled to a fractional share of New Common Stock, the corporation shall pay in cash (without interest) to each such holder an amount equal to such fraction multiplied by the average of the closing sales prices of the Old Common Stock on the Nasdaq Capital Market during regular trading hours for the five consecutive trading days immediately preceding the date of the Reverse Split Effective Time (with such average closing sales prices proportionately adjusted to give effect to the Reverse Split). Each holder of record of a certificate or certificates representing one or more shares of the Old Common Stock shall be entitled to receive

as soon as practicable following the Reverse Split Effective Time, upon surrender of such certificate, a certificate or certificates representing the whole number of shares of New Common Stock to which such holder shall be entitled pursuant to the Reverse Split as well as cash in lieu of any fractional shares of New Common Stock to which such holder may be entitled. Any certificate representing one or more shares of the Old Common Stock not so surrendered shall from and after the Reverse Split Effective Time, automatically and without the necessity of presenting the same for exchange, be deemed to represent that number of whole shares of the New Common Stock into which the shares of the Old Common Stock previously represented by such certificate have been combined (as well as the right to receive cash in lieu of fractional shares of New Common Stock after the Reverse Split Effective Time upon the surrender thereof).”

SECOND: That the foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

[Remainder of Page Intentionally Blank]

Edgio Announces Effectiveness of Reverse Stock Split

Phoenix, February 27, 2024 – Edgio, Inc. (NASDAQ: EGIO) (the “Company”), the platform of choice for speed, scale, security, and simplicity at the edge, today announced that, on March 1, 2024, the Company will file a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Charter”), effecting a one-for-forty (1-for-40) reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”) (the “Certificate of Amendment”). The Certificate of Amendment was approved by the Board of Directors of the Company (the “Board”) and will become effective on March 1, 2024.

As a result of the Reverse Stock Split, every forty (40) shares of the Company’s issued and outstanding common stock will be converted into one (1) share of issued and outstanding common stock. The number of authorized shares will remain unchanged. The Reverse Stock Split will be effected simultaneously for all of our outstanding Common Stock and the exchange ratio will be the same for all of our outstanding Common Stock. The Reverse Stock Split will affect all of our stockholders uniformly. The Reverse Stock Split will have no impact on stockholders’ proportionate equity interest or voting rights in the Company or the par value of the Common Stock, which remains unchanged, except to the extent that the Reverse Stock Split results in any of our stockholders receiving fair value in cash of any fractional shares they would otherwise be entitled to as a result of the Reverse Stock Split. Following the Reverse Stock Split, stockholders will receive instructions from Edgio’s transfer agent on how a stockholder should surrender his or her certificate(s) representing shares of Common Stock to the transfer agent in exchange for certificates representing the appropriate number of whole shares of post-Reverse Stock Split Common Stock. Stockholders who hold their shares in brokerage accounts are not required to take any action to exchange their shares. The new CUSIP number for the Common Stock will be 53261M203.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. For more detailed information relating to this transaction, please refer to the related Form 8-K to be filed with the U.S. Securities and Exchange Commission.

About Edgio

Edgio (NASDAQ: EGIO) helps companies deliver online experiences and content faster, safer, and with more control. Our developer-friendly, globally scaled edge network, combined with our fully integrated application and media solutions, provide a single platform for the delivery of high-performing, secure web properties and streaming content. Through this fully integrated platform and end-to-end edge services, companies can deliver content quicker and more securely, thus boosting overall revenue and business value. To learn more, visit edg.io and follow us on [Twitter](#), [LinkedIn](#) and [Facebook](#).

Forward-Looking Statements

This press release may include “forward-looking statements” within the meaning of the federal securities laws. A reader can identify forward-looking statements because they are not limited to historical fact or they use words such as “expects,” “estimates,” “intends,” and similar expressions that concern the Company’s strategy, plans, intentions or beliefs about future occurrences or results. It is very difficult to predict the effect of known factors, and the Company cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors, including those factors disclosed in our SEC filings, including in our most recent reports on Form 10-K and 10-Q, particularly under the heading “Risk Factors.”

All forward-looking statements in this press release are based on information available to the Company as of the date hereof. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

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