

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

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): March 1, 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.**

On February 29, 2024, Edgio, Inc. (the “Company”), filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Charter”), with the Secretary of State of the State of Delaware 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 (the “Common Stock”) (the “Certificate of Amendment”). The Certificate of Amendment became effective on March 1, 2024.

As previously disclosed, 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 8.01. Other Items.**

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

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 were converted into one (1) share of issued and outstanding Common Stock. The number of authorized shares remain unchanged. The Reverse Stock Split was effected simultaneously for all of our outstanding Common Stock and the exchange ratio is the same for all of our outstanding Common Stock. The Reverse Stock Split affected all of our stockholders uniformly. The Reverse Stock Split has 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 are to 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 is 53261M203.

As previously disclosed in the Form 8-K filed on February 27, 2024, the Company issued a press release announcing the effective date of the Reverse Stock Split. A copy of the press release was filed as Exhibit 99.1 and was incorporated by reference into the Form 8-K filed on February 27, 2024.

**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	<a href="#">Certificate of Amendment to Certificate of Incorporation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

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

March 1, 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.**

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

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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]*