
**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): April 2, 2024

Allbirds, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40963
(Commission
File Number)

47-3999983
(IRS Employer
Identification No.)

730 Montgomery Street
San Francisco, CA 94111
(Address of principal executive offices, including zip code)

(628) 225-4848
(Registrant's telephone number, including area code)

Not Applicable
(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 (see General Instructions 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, \$0.0001 par value	BIRD	The Nasdaq Stock Market LLC

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 2, 2024, Allbirds, Inc. (the "Company") received written notice (the "Notice") from the listing qualifications staff of The Nasdaq Stock Market LLC ("Nasdaq") that the Company is no longer in compliance with Nasdaq Listing Rule 5450(a)(1) because the closing bid price of the Company's Class A common stock has fallen below \$1.00 per share for 30 consecutive business days.

Nasdaq's notice has no immediate effect on the listing or trading of the Company's Class A common stock on The Nasdaq Global Select Market. Pursuant to Nasdaq Listing Rule 5810(c)(3)(A), the Company has been provided an initial compliance period of 180 calendar days, or until September 30, 2024, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of the Company's Class A common stock must meet or exceed \$1.00 per share for a minimum of 10 consecutive business days during this 180-calendar day compliance period.

If the Company does not regain compliance with the minimum bid price requirement by September 30, 2024, the Company may be eligible for an additional 180-calendar day compliance period if it elects to transfer the listing of its Class A common stock to The Nasdaq Capital Market. To qualify, the Company would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the minimum bid price requirement, and would need to provide written notice of its intention to cure the minimum bid price deficiency during the second compliance period, such as by effecting a reverse stock split if necessary.

The Company intends to actively monitor the closing bid price of its Class A common stock and will consider actions that it may take in response to this notification in order to regain compliance with the continued listing requirements, but no decisions about a response have been made at this time. There can be no assurance that the Company will be able to regain compliance with Nasdaq Listing Rule 5450(a)(1) or will otherwise be in compliance with other Nasdaq listing criteria.

Item 7.01 Regulation FD Disclosure

On April 8, 2024, the Company issued a press release in accordance with Nasdaq Listing Rule 5810(b) announcing that the Company had received the Notice. A copy of the press release is attached hereto as Exhibit 99.1.

The information set forth in this Item 7.01 and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in this Item 7.01 and Exhibit 99.1 attached hereto, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated April 8, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the Company's ability to regain compliance with the Nasdaq listing standards and intent to monitor the bid price of its common stock and implement available options, including a reverse stock split, if necessary, in order to regain compliance. In some cases, you can identify forward-looking statements by terms such as "aim," "anticipate," "approach," "believe," "contemplate," "could," "estimate," "expect," "goal," "intend," "look," "may," "mission," "plan," "possible," "potential," "predict," "project," "pursue," "should," "target," "will," "would," or the negative thereof and similar words and expressions. Forward-looking statements are based on management's current expectations, beliefs and assumptions and on information currently available to us. Such statements are subject to a number of known and unknown risks, uncertainties and assumptions, and actual results may differ materially from those expressed or implied in the forward-looking statements due to known and unknown risks, uncertainties and other important factors, including, without limitation, the risks referred to under the section "Risk Factors" in the Company's Annual Report on Form 10-K for the annual period ended December 31, 2023, as any such factors may be updated from time to time in our other filings with the SEC, which

are accessible on the SEC's website at www.sec.gov and the investor relations section of the Allbirds website at www.ir.allbirds.com. All forward-looking statements speak only as of the date of this Current Report on Form 8-K and, except as required by applicable law, we have no obligation to update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

SIGNATURES

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

Dated: April 8, 2024

Allbirds, Inc.

By: /s/ Ann Mitchell
Ann Mitchell
Chief Financial Officer

Allbirds Receives Notice of Non-Compliance with Nasdaq Minimum Bid Price Requirement

SAN FRANCISCO, April 8, 2024 (GLOBE NEWSWIRE) – Allbirds, Inc.(NASDAQ: BIRD), a global lifestyle brand that innovates with naturally derived materials to make better footwear and apparel products in a better way, today announced that on April 2, 2024, Allbirds received notice (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) that Allbirds is no longer in compliance with Nasdaq’s Listing Rule 5450(a)(1) because the closing bid price of the Allbirds’ Class A common stock has fallen below \$1.00 per share for 30 consecutive days. Allbirds’ Class A common stock will continue to be listed and traded on the Nasdaq, subject to Allbirds’ compliance with other Nasdaq continued listing standards, and operations are not affected by receipt of the Notice.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), Allbirds has 180 calendar days from the date of the Notice, or until September 30, 2024, to regain compliance with the minimum bid price requirement. Allbirds may regain compliance at any time within the 180 calendar day period if the bid price for Allbirds’ common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days. If Allbirds does not regain compliance during the 180 day period, Allbirds may be eligible for an additional period of 180 days to regain compliance.

Allbirds intends to actively monitor the bid price of its Class A common stock and will consider actions that it may take in response to this notification in order to regain compliance with the continued listing requirements, but no decisions about a response have been made at this time.

About Allbirds, Inc.

Based in San Francisco, with its roots in New Zealand, Allbirds launched in 2016 with a single shoe: the now iconic Wool Runner. In the years since, Allbirds has sold millions of pairs of shoes, and has maintained its commitment to incredible comfort, versatile style and unmatched quality. This is made possible with materials like Allbirds’ sugarcane-based midsole technology, SweetFoam™, and textiles made with eucalyptus fibers and Merino wool – so consumers don’t have to compromise between the best products and their impact on the earth. www.allbirds.com.

Investor Relations

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