

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): September 30, 2026

Smartbird, 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.)

425 Page Mill Rd.
Suite 200
Palo Alto, CA94306
(Address of principal executive offices, including zip code)

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

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 5.07 Submission of Matters to a Vote of Security Holders.

On September 30, 2026, Smartbird, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the five proposals set forth below. A more detailed description of each proposal is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on August 11, 2026.

Proposal No. 1: To approve the election of the Class II directors to hold office until the 2029 Annual Meeting of Stockholders.

Director	Votes For	Withheld
Daniel Kasun	24,767,216	35,207
Elizabeth Mora	24,766,024	36,399

Proposal No. 2: To approve an amendment to the Company’s 2021 Equity Incentive Plan (the “2021 Plan”) to increase the number of shares authorized for issuance under the plan.

Votes For	Votes Against	Abstained
18,378,187	946,000	5,478,236

Proposal No. 3: To approve, for purposes of complying with Nasdaq Listing Rule 5635(d), of the issuance of shares of our Class A common stock representing more than 19.99% upon the conversion of certain Convertible Notes.

Votes For	Votes Against	Abstained
24,725,914	72,874	3,635

Proposal No. 4: To ratify the selection of BPM LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026.

Votes For	Votes Against	Abstained
27,601,747	92,479	305,413

Proposal No. 5: To approve of one or more adjournments of the Annual Meeting from time to time, if necessary, to solicit additional proxies in the event that there are insufficient shares present virtually or represented by proxy voting in favor of the proposals presented at the meeting.

Votes For	Votes Against	Abstained
26,605,116	1,352,622	41,901

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit	Description
99.1	Final Report of the Inspector of Election
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: October 1, 2026

Smartbird, Inc.

By: /s/ Nadia Carlsten
Nadia Carlsten
Chief Executive Officer

Final Report of the Inspector of Election

I, the undersigned, the duly appointed Inspector of Election at the Annual Meeting of Stockholders (the “Meeting”) of Smartbird, Inc., (the “Company”), held on September 30, 2026, hereby certify that:

- 1) Before entering upon the discharge of my duties as Inspector of Election at the Meeting, I took and signed an Oath of Inspector of Election.
- 2) The Meeting was held virtually at www.virtualshareholdermeeting.com/BIRD2026, pursuant to notice duly given.
- 3) At the close of business on August 6, 2026, the record date for the determination of stockholders entitled to vote at the Meeting, there were 9,315,794 shares of the Company’s Class A Common Stock, each share being entitled to one vote, and 2,493,399 shares of Class B Common Stock outstanding, each share being entitled to ten votes, constituting all of the outstanding voting securities of the Company.
- 4) At the Meeting, the holders of 27,999,639 votes of the voting power of the Company’s Common Stock are represented in person or by proxy constituting a quorum.
- 5) The undersigned canvassed the votes of the stockholders cast by ballot or proxy on the matters presented at the Meeting.
- 6) At the Meeting, the vote to elect two (2) Class II directors, was as follows:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTE</u>
Daniel Kasun	24,767,216	35,207	3,197,216
Elizabeth Mora	24,766,024	36,399	3,197,216

- 7) At the Meeting, the vote to approve an amendment to the Company’s 2021 Equity Incentive Plan to increase the number of shares authorized for issuance under the plan, was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
18,378,187	946,000	5,478,236	3,197,216

- 8) At the Meeting, the vote to approve the issuance of shares of the Company’s Class A Common Stock representing more than 19.99% upon the conversion of certain Convertible Notes, was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTE</u>
24,725,914	72,874	3,635	3,197,216

- 9) At the Meeting, the vote to ratify BPM LLP as Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026, was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
27,601,747	92,479	305,413

- 10) At the Meeting, the vote to approve one or more adjournments of the Annual Meeting from time to time, if necessary, to solicit additional proxies in the event that there are insufficient shares present virtually or represented by proxy voting in favor of the proposals presented at the meeting, was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
26,605,116	1,352,622	41,901

IN WITNESS WHEREOF, I have made this Final Report and have hereunto set my hand this 30th day of September, 2026.

Inspector of Election

/s/ Kathryn Wheadon
Kathryn Wheadon