

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 24, 2026

VYOME HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37897
(Commission File Number)

26-1828101
(I.R.S. Employer
Identification Number)

Harvard Square, One Mifflin Place, Suite 400
Cambridge, MA
(Address of principal executive offices)

02138
(Zip Code)

(949) 429-6680
(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:

- ☐ 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 Class	Trading Symbol	Name of Exchange on which Registered
Common stock, \$0.001 par value per share	HIND	The 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. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As further described in Item 5.07 below, on April 24, 2026, the stockholders of Vyome Holdings, Inc. (the “Company”) approved an amendment to the Company’s Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to decrease the number of shares of the Company’s common stock authorized for issuance from 300,000,000 to 50,000,000 shares.

On April 24, 2026, the Company filed the Certificate of Tenth Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware to effectuate the decrease in authorized shares. Following the effectiveness of the Certificate of Tenth Amendment, the total number of shares of all classes of stock that the Company has authority to issue is 60,000,000 shares, consisting of 50,000,000 shares of common stock, \$0.001 par value per share, and 10,000,000 shares of preferred stock, \$0.001 par value per share.

The foregoing description of the Certificate of Tenth Amendment is qualified in its entirety by reference to the Certificate of Tenth Amendment, which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 24, 2026, the Company held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”). A total of 4,602,547 shares of common stock representing approximately 65.57% of the aggregate shares outstanding and eligible to vote and constituting a quorum were represented in person or by valid proxies at the Annual Meeting.

Mr. Venkat Nelabhotla and Mr. John Tincoff were elected as Class II directors of the Company to serve until the Company’s 2029 annual meeting of stockholders (the “Election of Directors Proposal”).

The stockholders approved an amendment to the Certificate of Incorporation to decrease the number of shares of common stock authorized for issuance from 300,000,000 to 50,000,000 shares (the “Authorized Common Stock Decrease Proposal”).

The stockholders ratified the appointment of Kreit & Chiu CPA LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026 (the “Auditor Ratification Proposal”).

The stockholders approved, on a non-binding, advisory basis, the compensation of our named executive officers (the “Advisory Vote on Executive Compensation”).

The final voting results on these matters were as follows:

1. Election of Directors Proposal:

Name	Votes For	Votes Withheld	Broker Non-Votes
Venkat Nelabhotla	3,775,965	13,181	813,401
John Tincoff	3,776,666	12,480	813,401

2. Authorized Common Stock Decrease Proposal:

Votes For	Votes Against	Votes Abstained
4,533,916	65,354	3,277

3. Auditor Ratification Proposal:

Votes For	Votes Against	Votes Abstained
4,525,960	54,810	21,777

4. *Advisory Vote on Executive Compensation:*

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
3,690,034	79,239	19,873	813,401

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Tenth Amendment to the Restated Certificate of Incorporation of Vyome Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* The schedules and exhibits to this exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

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.

VYOME HOLDINGS, INC.

By: /s/ Venkat Nelabhotla
Venkat Nelabhotla
President & Chief Executive Officer

Dated: April 29, 2026

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "VYOME HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2026, AT 2:57 O'CLOCK P.M.

/s/ C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State



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SR# 20262021193

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203752071

Date: 04-25-26

**CERTIFICATE OF TENTH
AMENDMENT TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
VYOME HOLDINGS, INC.,**

Vyome Holdings, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: That the undersigned is the duly elected and acting Chief Executive Officer of the Corporation.

SECOND: That, pursuant to Section 242 of the Delaware General Corporation Law (the “**DGCL**”), the first paragraph of Article IV, Section 1 of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

“1. Total Authorized. The total number of shares of all classes of stock that the Corporation has authority to issue is Sixty Million (60,000,000) shares, consisting of two classes: Fifty Million (50,000,000) shares of Common Stock, \$0.001 par value per share (**“Common Stock”**), and Ten Million (10,000,000) shares of Preferred Stock, \$0.001 par value per share (**“Preferred Stock”**).”

THIRD: That the foregoing Certificate of Amendment of the Restated Certificate of Incorporation of the Corporation has been duly adopted and approved by the Board of Directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed on this 24th day of April, 2026.

By: /s/ Venkat Nelabhotla
Venkat Nelabhotla
Chief Executive Officer

**State of Delaware
Secretary of State
Division of Corporations
Delivered 02:57 PM 04/24/2026
FILED 02:57 PM 04/24/2026
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