

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): December 20, 2021

Volcon, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

001-40867
(Commission File No.)

84-4882689
(I.R.S. Employer Identification No.)

2590 Oakmont Drive, Suite 520
Round Rock, TX 78665
(Address of principal executive offices and zip code)

(512) 400-4271
(Registrant's telephone number, including area code)

(Former name or former address, if changed from 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 Instruction 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)).

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.

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, par value \$0.00001 per share	VLCN	The NASDAQ Stock Market LLC

Item 8.01 Other Events.

As previously disclosed, in March 2021, Volcon, Inc. (the "Company") agreed to exchange certain anti-dilution warrants issued in August 2020 to the Company's founders for amended warrants to purchase shares of common stock at an exercise price of \$0.98. On December 20, 2022, Highbridge Consultants, LLC, an entity controlled by Adrian James, exercised one of the foregoing warrants to purchase 6,250,000 shares of common stock on a cashless basis pursuant to the terms of the warrant agreement. The number of shares issuable upon a cashless exercise was determined by dividing (x) the product of the number of shares of common stock underlying the warrant multiplied by the difference between \$0.98 and (y) the VWAP on the trading day immediately preceding the date of exercise since the notice of exercise was both executed and delivered prior to the opening of "regular trading hours" (as defined in Rule 600(b)(64) of Regulation NMS promulgated under the federal securities laws) on the date of the exercise. The total number of shares of common stock issuable pursuant to the cashless exercise of the warrant was 5,507,575. After such issuance, the Company has 17,308,562 shares outstanding.

SIGNATURE

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

Volcon Inc.

By: /s/ Greg Endo
Greg Endo
Chief Financial Officer

Dated: December 23, 2021

