

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): July 14, 2023 (July 12, 2023)

**Volcon, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40867**  
(Commission  
File Number)

**84-4882689**  
(I.R.S. Employer  
Identification Number)

**3121 Eagles Nest, Suite 120**  
**Round Rock, TX 78665**  
(Address of principal executive offices and zip code)

**(512) 400-4271**  
(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 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)).

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.00001 per share	VLCN	NASDAQ

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 12, 2023, the Compensation Committee (the "Committee") of the Board of Directors ("Board") of Volcon, Inc. (the "Company") approved, effective as of such date, ten-year option grants to Jordan Davis, the Company's Chief Executive Officer, Greg Endo, the Company's Chief Financial Officer, and Stephanie Davis, the Company's Chief Operating Officer, to purchase 337,500, 262,500, and 112,500 shares, respectively, of Company common stock at an exercise price of \$0.69 per share. In addition, on such date, the Company amended its 2021 Stock Plan, as amended and restated (the "Plan"), to clarify that all the shares available for issuance pursuant to the Plan may be utilized for the issuance of stock option grants.

**Item 9.01 Exhibits.**

(d) Exhibits

**Exhibit No. Description**

10.1 [Amendment No. 2 to the Volcon, Inc. 2021 Stock Plan, as amended and restated.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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.

Date: July 14, 2023

**Volcon, Inc.**  
(Registrant)

/s/ Greg Endo  
Greg Endo  
Chief Financial Officer

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**AMENDMENT NO. 2 TO THE  
VOLCON, INC. 2021 STOCK PLAN  
(AS AMENDED AND RESTATED)**

This AMENDMENT NO. 2 TO THE VOLCON, INC. 2021 STOCK PLAN is approved and adopted by the Board of Directors of Volcon, Inc., a Delaware corporation (the "*Corporation*"), as of July 12, 2023.

**RECITALS**

**WHEREAS**, the Corporation previously established the Volcon, Inc. 2021 Stock Plan (the "*Stock Plan*") for the benefit of eligible Key Employees, Directors and Consultants, as defined in the Stock Plan;

**WHEREAS**, Section 4.2(b) of the Stock Plan was to be amended in connection with the prior amendment to the Stock Plan approved on July 26, 2022;

**WHEREAS**, the Board desires to implement such amendment;

**NOW, THEREFORE**, the Stock Plan is hereby amended as follows:

1. Section 4.2(b) of the Stock Plan is hereby amended and restated in its entirety to read as follows:

"The maximum number of shares of Common Stock that may be subject to Stock Options (ISOs and/or NSOs) shall be equal to the total number of shares that may be issued under the Plan pursuant to Section 4.1(a)."

2. Except as set forth herein, the Stock Plan shall remain unchanged, unless otherwise amended consistent with the terms of the Stock Plan.

3. Capitalized terms used herein but not otherwise defined shall have the meanings given to them in the Stock Plan. The term "Plan" as used in the Stock Plan shall be deemed to refer to the Plan as amended herein.