

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): February 27, 2023

CANOO INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

001-38824

(Commission File Number)

82-1476189

(I.R.S. Employer  
Identification Number)

19951 Mariner Avenue  
Torrance, California

(Address of principal executive offices)

90503

(Zip Code)

(424) 271-2144

(Registrant's telephone number,  
including area code)

N/A

(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 each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	GOEV	The Nasdaq Global Select Market
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	GOEVW	The Nasdaq Global Select 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 8.01 Other Events.**

As previously disclosed in the Form 8-K filed on February 14, 2023, Canoo Inc. (the "Company") filed a petition on February 8, 2023, in the Delaware Court of Chancery pursuant to Section 205 of the Delaware General Corporation Law seeking validation of the Company's Second Amended and Restated Certificate of Incorporation and the shares issued pursuant thereto to resolve any uncertainty with respect to the Company's capitalization (the "Section 205 Action").

On February 27, 2023, the Delaware Court of Chancery granted the Company's petition and issued an order in the Section 205 Action validating the Company's Second Amended and Restated Certificate of Incorporation and validating and declaring effective all shares of capital stock issued in reliance on the effectiveness of the Company's Second Amended and Restated Certificate of Incorporation.

**Item 9.01 Financial Statements and Exhibits**

Exhibit Number	Description
99.1	<a href="#">Final Order entered by the Delaware Court of Chancery on February 27, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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

Date: February 28, 2023

**CANOO INC.**

By: /s/ Hector Ruiz

Name: Hector Ruiz

Title: General Counsel and Corporate Secretary



**GRANTED**

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE CANOO INC.

C.A. No. 2023-0152-LWW

**[PROPOSED] FINAL ORDER AND JUDGMENT**

WHEREAS, this Court having reviewed the Verified Petition for Relief Pursuant to 8 *Del. C.* § 205 (the “Petition”) filed by petitioner Canoo Inc., the Court having considered the factors in 8 *Del. C.* § 205(d), and for good cause having been shown,

IT IS HEREBY ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2023, that:

1. The New Certificate of Incorporation, including the filing and effectiveness thereof, is hereby validated and declared effective as of 11:33 a.m. (EDT) on December 21, 2020.<sup>1</sup>
2. All shares of capital stock of the Company issued in reliance on the effectiveness of the New Certificate of Incorporation are hereby validated and declared effective as of the date and time of the original issuance of such shares.
3. The above-captioned action is hereby CLOSED.

\_\_\_\_\_  
The Honorable Lori W. Will

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Petition.

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Lori W. Will

**File & Serve  
Transaction ID:** 69230475

**Current Date:** Feb 27, 2023

**Case Number:** 2023-0152-LWW

**Case Name:** In Re Canoo Inc.

**Court Authorizer  
Comments:**

The petition is granted pursuant to Section 205(a) of the Delaware General Corporation Law for the reasons set forth in the court’s February 27, 2023 bench ruling. See transcript; see also Opinion Regarding Section 205 Petition, In re Lordstown Motors Corp., 2023-0083-LWW (Del. Ch. Feb. 21, 2023) (setting forth reasoning for granting similar relief in a Section 205 action).

/s/ Judge Lori W. Will