

**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) **March 29, 2023**

Latch, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39688
(Commission File Number)

85-3087759
(IRS Employer Identification No.)

508 West 26th Street, Suite 6G, New York, NY
(Address of principal executive offices)

10001
(Zip Code)

(917) 338-3915

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 each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	LTCH	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common stock at an exercise price of \$11.50 per share	LTCHW	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 8.01. Other Events.

As previously disclosed, on June 3, 2021, Latch, Inc. (the “Company”), then operating under the name TS Innovation Acquisitions Corp., held a special meeting of stockholders to approve certain matters relating to its proposed business combination with Latch Systems, Inc., then operating under the name Latch, Inc., and Lionet Merger Sub Inc., including the amendment and restatement of the Company’s certificate of incorporation to read in its entirety as set forth in the Amended and Restated Certificate of Incorporation (“New Certificate of Incorporation”). Among other things, the New Certificate of Incorporation increased the total number of authorized shares of the Company’s Class A common stock, par value \$0.0001 per share, from 275,000,000 shares to 1,000,000,000 shares (the “Share Increase Amendment”).

On March 10, 2023, the Company filed a petition in the Delaware Court of Chancery (the “Court of Chancery”) pursuant to Section 205 of the Delaware General Corporation Law (the “Petition”). The Petition sought validation of the Share Increase Amendment, the New Certificate of Incorporation and the shares issued in reliance on the effectiveness of the Share Increase Amendment and the New Certificate of Incorporation to resolve any uncertainty with respect to those matters introduced by a recent decision of the Court of Chancery.

On March 29, 2023, the Court of Chancery held a hearing on the Company’s Petition and granted an order pursuant to Section 205 of the Delaware General Corporation Law validating and declaring effective the Share Increase Amendment, the New Certificate of Incorporation and the shares issued in reliance thereon, each as of the date and time of the original issuance of such shares. A copy of the Court of Chancery’s order is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Order Entered by the Delaware Court of Chancery on March 29, 2023.
104	Cover Page Interactive Data File, formatted in Inline XBRL (included as Exhibit 101).

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.

Latch, Inc.

Date: March 30, 2023

By: /s/ Priyen Patel
Name: Priyen Patel
Title: Senior Vice President and General Counsel



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE LATCH, INC.) C.A. No. 2023-0302-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 Latch, 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 Common Stock Increase Amendment and the New Certificate of Incorporation, including the filing and effectiveness thereof, are hereby validated and declared effective as of 8:06 a.m. (EST) on June 4, 2021.¹

2. All shares of capital stock of the Company issued at or after the filing of the New Certificate of Incorporation in reliance on the effectiveness of the New Certificate of Incorporation, including, but not limited to, the 84,511,204 shares of Common Stock issued by the Company to the stockholders of Legacy Latch as consideration in the Merger, are hereby validated and declared effective as of the date and time of the original issuance of such shares.

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

3. The above-captioned action is hereby CLOSED.

The Honorable Lori W. Will

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:** 69672529

Current Date: Mar 29, 2023

Case Number: 2023-0302-LWW

Case Name: In re Latch, Inc.

Court Authorizer: Lori W. Will

**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 March 29, 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

