

**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): May 16, 2024

EDGIO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33508
(Commission
File Number)

20-1677033
(IRS Employer
Identification No.)

11811 North Tatum Blvd., Suite 3031
Phoenix, AZ
(Address of principal executive offices)

85028
(zip code)

Registrant's telephone number, including area code: (602) 850-5000

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, \$0.001 par value per share	EGIO	Nasdaq Capital Market

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 16, 2024, Edgio, Inc. (“Edgio” or the “Company”) received a notification letter (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) indicating that, as a result of the Company’s delay in filing its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (the “2024 1Q Form 10-Q”) with the Securities and Exchange Commission (the “SEC”), the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”), which requires Nasdaq-listed companies to timely file all required periodic financial reports with the SEC.

The Company previously reported in its Notification of Late Filing on Form 12b-25, filed with the SEC on May 13, 2024, that the Company was unable to file its 2024 1Q Form 10-Q within the prescribed time period due to the Company’s previous independent registered public accounting firm’s decision to resign as independent registered public accounting firm of the Company, effective December 18, 2023. The Audit Committee of the Board of Directors of the Company accepted the resignation and immediately engaged in a thorough search for a new independent registered public accounting firm.

Due to the engagement of a new independent registered public accounting firm in the first quarter of 2024, the Company requires additional time to complete the procedures necessary to file its Annual Report on Form 10-K and Quarterly Report on Form 10-Q, and accordingly, the 2024 1Q Form 10-Q for the period ended March 31, 2024 is delayed.

The Notice has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market. The Company is required to update its plan to regain compliance with the Rule. The Nasdaq previously granted the Company until June 30, 2024 to file its Annual Report on Form 10-K for the year ended December 31, 2023 (the “2023 Form 10-K”) to regain compliance. The Company has requested that Nasdaq grant the Company an exception of up to 180 calendar days from the prescribed due date for filing the 2024 1Q Form 10-Q, or until September 30, 2024, to regain compliance. The Company intends to file the 2023 Form 10-K and the 2024 1Q Form 10-Q as promptly as possible in order to regain compliance with the Rule. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

Forward-Looking Statement Disclaimer

The Company includes in this Current Report on Form 8-K “forward-looking statements” within the meaning of the federal securities laws. A reader can identify forward-looking statements because they are not limited to historical fact or they use words such as “expects,” “estimates,” “intends,” and similar expressions that concern the Company’s strategy, plans, intentions or beliefs about future occurrences or results, including without limitation, statements regarding the Company’s current expectations and intentions with respect to the filing of its 2023 Form 10-K. It is very difficult to predict the effect of known factors, and the Company cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors, including those factors disclosed in this Current Report and those factors disclosed under “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on June 29, 2023 and the Company’s subsequent reports filed with the SEC.

All forward-looking statements in this Current Report on Form 8-K are based on information available to the Company as of the date hereof. The Company undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Item 7.01 Regulation FD Disclosure.

On May 21, 2024, the Company issued a press release announcing its receipt of the Notice from Nasdaq, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished in this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Edgio, Inc., dated May 21, 2024.
104.1	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.

May 21, 2024

EDGIO, INC.

/s/ Richard P. Diegnan

Richard P. Diegnan

Chief Legal Officer & Secretary

Edgio, Inc. Receives Expected Notice from NASDAQ

PHOENIX — May 21, 2024 — Edgio, Inc. (Nasdaq: EGIO) (the “Company”), today announced that it received an expected notice (the “Notice”) on May 16, 2024 from The Nasdaq Stock Market LLC (“Nasdaq”) stating that the Company is not in compliance with the requirements for continued listing under Nasdaq Listing Rule 5250(c)(1) (the “Listing Rule”) because the Company has not yet filed its Quarterly Report on Form 10-Q for the year ended March 31, 2024 (the “Quarterly Report”) with the Securities and Exchange Commission (the “SEC”). The Notice has no immediate effect on the listing or trading of the Company’s common stock on the Nasdaq Capital Market.

The Company previously reported in its Notification of Late Filing on Form 12b-25, filed with the SEC on May 13, 2024, that the Company was unable to file its 2024 Form 10-Q for the quarter ending March 31, 2024 within the prescribed time period due to the Company’s previous independent registered public accounting firm’s decision to resign as independent registered public accounting firm of the Company, effective December 18, 2023. The Audit Committee of the Board of Directors of the Company accepted the resignation and immediately engaged in a thorough search for a new independent registered public accounting firm.

Due to the engagement of a new independent registered public accounting firm in the first quarter of 2024, the Company requires additional time to complete the procedures necessary to file its annual report on Form 10-K (“Annual Report”) and its Quarterly Report, and accordingly, the Form 10-Q for the period ended March 31, 2024 is delayed.

The Notice states that the Company must update its previously submitted compliance action plan to regain compliance with the Listing Rule. If Nasdaq accepts the Company’s plan to regain compliance, then Nasdaq may grant the Company up to 180 calendar days from the prescribed due date of the Annual Report, or until September 30, 2024, to file the Annual Report and Quarterly Report to regain compliance.

The Company is working diligently to complete and file the Quarterly Report as soon as practicable. However, given the time and focus dedicated to the Company’s completion of its Annual Report, the Company is necessarily delayed in its reporting and review process for the quarter ended March 31, 2024. The Company plans to file its Annual Report and Quarterly Report as promptly as possible to regain compliance with the Listing Rule.

Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties. These statements include, among others, statements regarding the Company’s current expectations and intentions with respect to the filing of its Annual Report. Our expectations and beliefs regarding these matters may not materialize. It is very difficult to predict the effect of known factors, and the Company cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties, and other factors, including those factors disclosed in our SEC filings, including our most recent reports on Form 10-K and 10-Q, particularly under the heading “Risk Factors.” Copies of these filings are available online on our investor relations website at investors.edgio.com and on the SEC website at www.SEC.gov. All information provided in this release and in the attachments is as of May 21, 2024, and we undertake no duty to update this information in light of new information or future events, unless required by law.

About Edgio

Edgio (NASDAQ: EGIO) helps companies deliver online experiences and content faster, safer, and with more control. Our developer-friendly, globally scaled edge network, combined with our fully integrated application and media solutions, provide a single platform for the delivery of high-performing, secure web properties and streaming content. Through this fully integrated platform and end-to-end edge services, companies can deliver content quicker and more securely, thus boosting overall revenue and business value. To learn more, visit edg.io and follow us on [Twitter](https://twitter.com/edgio), [LinkedIn](https://www.linkedin.com/company/edgio) and [Facebook](https://www.facebook.com/edgio).

Contacts:

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