

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 29, 2023 (December 22, 2023)**

Richtech Robotics Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41866

(Commission File Number)

88-2870106

(IRS Employer
Identification No.)

4175 Cameron St Ste 1

Las Vegas, NV 89103

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(866) 236-3835**

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
Class B Common Stock, par value \$0.00001 per share	RR	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 1.01. Entry into a Material Definitive Agreement.

As previously reported, on November 21, 2023, Richtech Robotics Inc. (the “**Company**”) consummated its initial public offering (the “**Offering**”) of an aggregate of 2,100,000 shares (the “**Shares**”) of the Company’s Class B common stock, par value \$0.00001 per share (the “**Common Stock**”) at a price of \$5.00 per share, generating gross proceeds of \$10.5 million. The Company granted the underwriters an option (“**Over-allotment Option**”), exercisable for 45 days from November 16, 2023, to purchase up to an additional 315,000 Shares (the “**Over-allotment Shares**”) from the Company at the Offering price less the underwriting discount and commissions to cover over-allotments.

On December 22, 2023, the underwriters purchased an additional 42,563 Over-Allotment Shares, generating gross proceeds of \$212,815.

As previously reported, pursuant to the underwriting agreement with R.F. Lafferty & Co., Inc., acting as representative of the underwriters (the “**Representative**”), the Company issued to the Representative and its designee warrants (the “**Representative’s Warrants**”) to purchase up to 105,000 shares of Common Stock. In connection with the partial exercise of the Over-allotment Option, the Company issued to the Representative and its designee additional Representative’s Warrants to purchase 2,128 shares of Common Stock.

Item 8.01 Other Events.

On December 27, 2023, the Company issued a press release announcing the exercise of the Over-Allotment Option. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release, dated December 27, 2023

SIGNATURE

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.

Richtech Robotics Inc.

By: /s/ Zhenwu (Wayne) Huang
Name: Zhenwu (Wayne) Huang
Title: Chief Executive Officer and Director

Dated: December 29, 2023

Richtech Robotics Announces Closing of Underwriters' Over-Allotment Option in Connection With Its Initial Public Offering

LAS VEGAS, December 27, 2023 (GLOBE NEWSWIRE) -- Richtech Robotics Inc. (Nasdaq: RR) ("Richtech Robotics" or the "Company"), a Nevada company and a provider of AI-driven service robots for the hospitality and healthcare industries, today announced that it issued an additional 42,563 shares of the Company's Class B common stock pursuant to partial exercise of the underwriters' over-allotment option in connection with the Company's initial public offering at \$5.00 per share, resulting in additional gross proceeds of \$212,815. Total proceeds of the Company's initial public offering, including the exercise of the over-allotment option, were \$10,712,815.

The Company's Class B common stock is listed on the Nasdaq Capital Market under the ticker symbol "RR."

R. F. Lafferty & Co., Inc. acted as sole book-running manager for the offering. Revere Securities LLC acted as co-underwriter for the offering.

A registration statement on Form S-1 relating to these securities was filed with the Securities and Exchange Commission ("SEC") and was declared effective on November 13, 2023. The offering was made only by means of a prospectus. A copy of the final prospectus relating to the offering has been filed with the SEC and is available on the SEC's website at www.sec.gov. A copy of the final prospectus relating to the offering may be obtained from: Equity Capital Markets, R. F. Lafferty & Co., Inc., 40 Wall Street, 27th Floor, New York, NY 10005, by telephone: 212-293-9090, or by email at: offerings@rflafferty.com. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Richtech Robotics

Richtech Robotics is a provider of collaborative robotic solutions specializing in the service industry, catering to the hospitality and healthcare sectors. Our mission is to transform the service industry landscape by seamlessly integrating cutting-edge automation, thereby enhancing customer experiences and empowering businesses to achieve unparalleled levels of excellence and satisfaction.

Forward-Looking Statements

This press release and the prospectus contain forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. You can identify these forward-looking statements by words or phrases such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "likely to" or other similar expressions. The Company has based these forward-looking statements largely on its current expectations about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

Neither the Company nor the underwriters undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events except as required by law.

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