

**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 Act of 1934

Date of Report (Date of earliest event reported): **August 30, 2024**

**Ocean Power Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33417**  
(Commission  
File Number)

**22-2535818**  
(I.R.S. Employer  
Identification No.)

**28 Engelhard Drive, Suite B Monroe Township, New Jersey**  
(Address of principal executive offices)

**08831**  
(Zip Code)

**(609) 730-0400**  
(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 240.14-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.133-4(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, \$0.001 Par Value	OPTT	NYSE American
Series A Preferred Stock Purchase Rights	N/A	NYSE American

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 5.07 Submission of Matters to a Vote of Security Holders.**

A Special Meeting of Stockholders (the “Special Meeting”) of Ocean Power Technologies, Inc. (the “Company”), was held on August 30, 2024. The voting results reported herein are the final, certified voting results for each proposal presented at the Special Meeting. At the Special Meeting, the following proposal was voted on by the stockholders of the Company: to approve an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock, par value \$.001 per share, from 100,000,000 to 200,000,000. The results of the voting were as follows:

<b>Number of Votes Voted For</b>	<b>Number of Votes Voted Against</b>	<b>Number of Votes Abstaining</b>
<hr/> 23,072,754	<hr/> 12,195,824	<hr/> 320,826

**Item 9.01 Exhibits.**

- 3.1 [Certificate of Amendment to Certificate of Incorporation of the Company, filed with the Secretary of State of the State of Delaware on August 30, 2024.](#)
  - 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
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**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.

Date: August 30, 2024

OCEAN POWER TECHNOLOGIES, INC.

*/s/ Philipp Stratmann*

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Philipp Stratmann

President and Chief Executive Officer

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**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

Ocean Power Technologies, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") does hereby certify:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on March 27, 2007, and amended effective October 28, 2015, October 21, 2016, December 7, 2018, March 8, 2019, and October 20, 2022.

2. Upon the Effective Time, the first sentence of Article Fourth of the Corporation's Certificate of Incorporation is hereby stricken and replaced with the following:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is 205,000,000, consisting of (i) 200,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock") and (ii) 5,000,000 shares of Preferred Stock, \$.001 par value per share ("Preferred Stock")."

3. This Certificate of Amendment of Certificate of Incorporation shall become effective as of August 30, 2024 at 4:00 p.m. Eastern.

4. This Certificate of Amendment of Certificate of Incorporation was duly adopted in accordance with the provision of Section 242 of the DGCL. The Board of Directors of the Corporation duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment of Certificate of Incorporation and directed that such amendment be considered by the stockholders of the Corporation. A special meeting of stockholders was duly called upon notice in accordance with Section 222 of the DGCL and held on August 30, 2024 at which meeting the required number of shares were voted in favor of such amendment. The stockholders of the Corporation duly adopted the Certificate of Amendment of Certificate of Incorporation.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed this 30<sup>th</sup> day of August, 2024.

By: /s/ Philipp Stratmann

Name: Philipp Stratmann

Title: President and Chief Executive Officer

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