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): **November 16, 2026**

SunPower Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-40117**	**93-2279786**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1403 N. Research Way, Orem, UT	**84097**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(877) 299-4943**

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 obligations 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	**SPWR**	**The Nasdaq Global Market**
Warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of $11.50 per share	**SPWRW**	**The Nasdaq Capital 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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 16, 2026, SunPower Inc. (the "**Company**") filed a Certificate of Amendment to its Certificate of Incorporation, as amended (the "**Certificate of Amendment**"), with the Secretary of State of the State of Delaware to effect a 1-for-35 reverse stock split (the "**Reverse Stock Split**") of the Company's common stock, par value $0.0001 per share ("**Common Stock**").

As previously disclosed, at the Company's annual meeting of stockholders held on November 2, 2026, the stockholders of the Company approved the Certificate of Amendment to effect, in the sole discretion of the Board of Directors of the Company (the "**Board**") at any time on or before December 31, 2026, the Reverse Stock Split at a ratio to be determined by the Board within a range of 1-for-5 to 1-for-35. The Certificate of Amendment and Reverse Stock Split are further described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 28, 2026.

The Board set the reverse stock split ratio at 1-for-35 and approved and authorized the filing of the Certificate of Amendment on November 2, 2026. The Reverse Stock Split will become effective at 4:01 p.m., Eastern Time, on November 17, 2026 (the "**Effective Time**"), and the Common Stock will commence trading on a split-adjusted basis on the Nasdaq Global Market at the commencement of trading on November 18, 2026. The trading symbol for the Common Stock will remain "SPWR," and the Common Stock has been assigned a new CUSIP number of 20460L 203 in connection with the Reverse Stock Split. The CUSIP number for the Company's publicly traded warrants (the "**Public Warrants**") will not change.

As a result of the Reverse Stock Split, at the Effective Time, every 35 issued and outstanding shares of Common Stock will be automatically converted into one share of Common Stock. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from approximately 327,362,897 shares to approximately 9,353,225 shares, subject to the treatment of fractional shares. The number of authorized shares of Common Stock and the par value of each share of Common Stock will remain unchanged. The Reverse Stock Split will affect all holders of the Common Stock uniformly and will not affect any stockholder's percentage ownership interest in the Company, except for de minimis changes resulting from the treatment of fractional shares. Proportionate voting rights and other rights of holders of Common Stock will not be affected by the Reverse Stock Split (other than as a result of the payment of cash in lieu of fractional shares as described below).

No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. In lieu of any fractional shares to which a holder of Common Stock would otherwise be entitled as a result of the Reverse Stock Split, the Company will pay cash equal to such fraction multiplied by the closing sales price of the Common Stock as reported on the Nasdaq Global Market on November 17, 2026.

Proportionate adjustments will be made to the per share exercise price, the conversion price, the number of shares issuable upon the exercise or conversion, and other applicable terms of all outstanding convertible notes (including the Company's 12.0% convertible promissory notes due 2029, 7.0% convertible senior notes due 2029 and 10.0% convertible senior secured notes due 2029), warrants, stock options, restricted stock units, other equity awards and other equity securities of the Company, as applicable.

With respect to the Public Warrants that trade under the symbol "SPWRW," in accordance with the terms of the Warrant Agreement dated February 25, 2021 (the "**Warrant Agreement**"), (i) the exercise price per share of Common Stock issuable upon exercise of the Public Warrants will increase from $11.50 to $402.50, and (ii) each Public Warrant will become exercisable for 1/35th of a share of Common Stock. No fractional shares will be issued upon exercise of the Public Warrants; fractional shares will be rounded down to the nearest whole share in accordance with the Warrant Agreement. The Company has directed its warrant agent to deliver written notice of these adjustments to the registered holders of the Public Warrants.

The Company's transfer agent, Continental Stock Transfer & Trust Company, will provide information to stockholders regarding their stock ownership following the Reverse Stock Split and cash in lieu of fractional share payments, if applicable. Stockholders holding their shares in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. Their accounts will be automatically adjusted to reflect the number of shares owned. Beneficial holders are encouraged to contact their bank, broker or other nominee with any procedural questions.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 16, 2026, the Company issued a press release with respect to the Reverse Stock Split. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K (this "**Current Report**").

The information contained in this Item 7.01 of this Current Report, including Exhibit 99.1 hereto, is being furnished pursuant to Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), or otherwise subject to the liabilities of that section, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Item 7.01 of this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment of Certificate of Incorporation of SunPower Inc.
99.1	Press Release, dated November 16, 2026.
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.

SUNPOWER INC.

Dated: November 16, 2026

By: /s/ Tom Kowalczuk
Tom Kowalczuk
Chief Financial Officer

Exhibit 3.1

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SUNPOWER INC.

SunPower Inc. (the "**Company**"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "**DGCL**"), hereby certifies as follows:

FIRST: The name of the corporation is SunPower Inc. The Company's original Certificate of Incorporation was filed with the Delaware Secretary of State on July 17, 2023, and such original Certificate of Incorporation was amended effective on October 17, 2025 (as amended, the "**Certificate of Incorporation**").

SECOND: Section A of Article IV of the Certificate of Incorporation is hereby amended by adding the following new paragraphs at the end of such Section A of Article IV:

"Effective at 4:01 p.m. Eastern Time on November 17, 2026 (the "**Effective Time**"), every 35 shares of Common Stock (as defined herein) then issued and outstanding or held in the treasury of the Company immediately prior to the Effective Time shall automatically be combined into one (1) share of Common Stock, without any further action by the holders of such shares (the "**Reverse Stock Split**"). The Reverse Stock Split will be effected on a holder-by-holder basis, and any fractional shares resulting from such combination shall be rounded down to the nearest whole share on a holder-by-holder basis. No fractional shares shall be issued in connection with the Reverse Stock Split. In lieu of any fractional shares to which a holder would otherwise be entitled, the Company shall take such actions as permitted by and in accordance with Section 155 of the DGCL. The Reverse Stock Split shall occur automatically without any further action by the holders of the shares of Common Stock and Preferred Stock affected thereby. All rights, preferences and privileges of the Common Stock and the Preferred Stock shall be appropriately adjusted to reflect the Reverse Stock Split in accordance with this Certificate of Incorporation.

The par value per share of the Company's capital stock and the total number of shares of all classes of capital stock that the Company is authorized to issue pursuant to this Section A of Article IV shall, in each case, not be affected by the Reverse Stock Split."

THIRD: All other provisions of the Company's Certificate of Incorporation will remain in full force and effect.

FOURTH: This amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by Thurman J. Rodgers, its Chief Executive Officer, this 16th day of November, 2026.

SUNPOWER INC.

By: /s/ Thurman J. Rodgers
Thurman J. Rodgers
Chief Executive Officer

Exhibit 99.1

SUNPOWER®

SunPower Announces Reverse Stock Split

OREM, Utah (November 16, 2026) – SunPower Inc. ("SunPower" or the "Company")(Nasdaq: SPWR) a solar technology, services, and installation company, today announced that it will effect a 1-for-35 reverse stock split of its issued and outstanding common stock that will become effective at 4:01 p.m. Eastern Time on November 17, 2026. SunPower's common stock will commence trading on a reverse stock split-adjusted basis at the opening of the market on Wednesday, November 18, 2026.

The Company's common stock will continue to trade on the Nasdaq Global Market under the Company's existing trading symbol "SPWR." The new CUSIP number for the common stock following the reverse stock split will be: 20460L 203. The CUSIP number for the Company's publicly traded warrants (the "Public Warrants") will not change.

The Company's stockholders previously approved the reverse stock split and granted the Company's board of directors the authority to determine the final reverse stock split ratio and the split effective time, and the Company's board of directors authorized the reverse stock split on November 2, 2026. The Company has filed an amendment to its Certificate of Incorporation to effect the reverse stock split at the ratio of 1-for-35, effective at 4:01 p.m. Eastern Time on November 17, 2026. The reverse stock split is intended to enable SunPower to regain compliance with the minimum bid price requirement of $1.00 per share of common stock for continued listing on the Nasdaq Global Market.

As a result of the reverse stock split, every 35 issued and outstanding shares of common stock will automatically be converted into one share of common stock. The reverse stock split will reduce the number of shares of the Company's common stock outstanding from approximately 327,362,897 shares to approximately 9,353,225 shares, subject to the treatment of fractional shares. The reverse stock split will not affect the number of authorized shares of the Company's common stock or the par value of a share of common stock. No fractional shares will be issued in connection with the reverse stock split, and stockholders that would otherwise be entitled to a fractional share will instead receive a cash payment in lieu thereof equal to such fraction multiplied by the closing sales price of the common stock as reported on the Nasdaq Global Market on November 17, 2026.

Proportionate adjustments will be made to the per share exercise price, the conversion price, the number of shares issuable upon the exercise or conversion, and other applicable terms of all outstanding convertible notes, warrants, stock options, restricted stock units, other equity awards and other equity securities, as applicable.

With respect to the Company's Public Warrants that trade under the symbol "SPWRW," in accordance with the terms of the Warrant Agreement dated February 25, 2021 (the "Warrant Agreement"), (i) the exercise price per share of common stock issuable upon exercise of the Public Warrants will increase from $11.50 to $402.50, and (ii) each Public Warrant will become exercisable for 1/35th of a share of common stock. No fractional shares will be issued upon exercise of the Public Warrants; fractional shares will be rounded down to the nearest whole share in accordance with the Warrant Agreement. The Company has directed its warrant agent to deliver written notice of these adjustments to the registered holders of the Public Warrants.

SunPower's transfer agent, Continental Stock Transfer & Trust Company, will provide information to stockholders regarding their stock ownership following the reverse stock split and cash in lieu of fractional share payments, if applicable. Stockholders holding their shares in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split. Their accounts will be automatically adjusted to reflect the number of shares owned. Beneficial holders are encouraged to contact their bank, broker or other nominee with any procedural questions.

About SunPower

SunPower (Nasdaq: SPWR) is a solar technology, services, and installation company focused on delivering reliable and affordable energy solutions. Through its national operating platform and specialized subsidiaries, SunPower serves residential, commercial, new-home, and multifamily customers across the United States. For more information, visit www.sunpower.com.

Forward-Looking Statements

This press release contains forward-looking statements, including statements concerning the reverse stock split. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "seek," "plan," "project," "target," "looking ahead," "look to," "move into," and similar expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the future effective date and intended effects of the reverse stock split and SunPower's ability to regain compliance with the Nasdaq Global Market continued listing requirements. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of SunPower and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Many actual events and circumstances are beyond the control of SunPower. Forward-looking statements are subject to risks, uncertainties, and assumptions. If the risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. Risks include, but are not limited to, market risks, trends and conditions. These risks are not exhaustive. For additional information on these risks and uncertainties and other potential factors that could cause actual results to differ from the results predicted, readers should carefully consider the risks and uncertainties described in the "Risk Factors" section of our annual report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on April 14, 2026, our quarterly reports on Form 10-Q filed with the SEC, and other documents that we have filed with, or will file with, the SEC. Such filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements in this press release speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and SunPower assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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