



NICHOLAS FINANCIAL INC

FORM 8-K

(Current Report Filing)

Filed 04/24/24 for the Period Ending 04/18/24

Address 2454 MCMULLEN BOOTH RD, CLEARWATER, FL, 33759
Telephone (727) 384-2323
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Symbol NICK
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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) April 18, 2024

NICHOLAS FINANCIAL, INC.
(Exact name of registrant as specified in its Charter)

British Columbia, Canada
(State or Other Jurisdiction of
Incorporation or Organization)

0-26680
(Commission
File Number)

59-2506879
(I.R.S. Employer
Identification No.)

26133 US Highway 19 North, Suite 300
Clearwater, Florida
(Address of Principal Executive Offices)

33763-2017
(Zip Code)

(727) 726-0763
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, 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 (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 240.14d-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	NICK	NASDAQ

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.

On April 18, 2024 Nicholas Financial, Inc., (the “Company”) completed its continuation and domestication from British Columbia to the State of Delaware as described and set forth in its Registration Statement on Form S-4 (File No. 333-275704), as amended, filed with the SEC on January 29, 2024 and its Proxy Circular/Prospectus (File No. 333-275704) filed with the SEC on March 19, 2024 by filing its Certificate of Corporate Domestication and Certificate of Incorporation in the State of Delaware. The Company’s Certificate of Corporate Domestication and Certificate of Incorporation as filed in Delaware and its Bylaws are included as Exhibits 3.1, 3.2 and 3.3 hereto.

Item 9.01 Financial Statements and Exhibits

(a)	Not applicable
(b)	Not applicable
(c)	Not applicable
(d)	Exhibits:
Exhibit #	Description
3.1	Certificate of Corporate Domestication of Nicholas Financial, Inc.
3.2	Certificate of Incorporation of Nicholas Financial, Inc.
3.3	Bylaws of Nicholas Financial, Inc.

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.

NICHOLAS FINANCIAL, INC.
(Registrant)

Date: April 19, 2024

/s/ Irina Nashtatik
Irina Nashtatik
Chief Financial Officer
(Principal Financial Officer)
