

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 7, 2025

VOLATO GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-41104

(Commission File Number)

86-2707040

(IRS Employer Identification No.)

1954 Airport Road, Suite 124
Chamblee, GA 30341

(Address of principal executive offices) (zip code)

844-399-8998

Registrant's telephone number, including area code

(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 A Common Stock	SOAR	NYSE American LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$287.50	SOARW	OTC Pink

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 5.07 Submission of Matters to a Vote of Security Holders

A special meeting of stockholders (the "Special Meeting") of Volato Group, Inc. (the "Company") was held in a virtual-only format on May 7, 2025 at 4:30 p.m., Eastern Time, via live webcast. Proxies were solicited pursuant to the Company's proxy statement filed on March 31, 2025 with the United States Securities and Exchange Commission ("SEC") under Section 14(a) of the Securities Exchange Act of 1934, as amended. As of March 18, 2025, the record date for the Special Meeting, the number of shares of common stock outstanding and entitled to vote at the Special Meeting was 1,900,893. The number of shares of common stock present or represented by valid proxy at the Special Meeting was 635,902, representing approximately 33.45% of the total number of shares of common stock entitled to vote at the Special Meeting. Each share of common stock was entitled to one vote with respect to matters submitted to the Company's stockholders at the Special Meeting.

At the Special Meeting, the Company's stockholders were asked to: (i) approve the issuance of 20% or more of the company's issued and outstanding shares of Class A. common stock pursuant to the previously disclosed Securities Purchase Agreement with JAK Opportunities Fund IX LLC dated December 4, 2024, and (ii) approve the adjournment of the Special Meeting.

The voting results reported below are final.

The following is a summary of the matters voted on at the Special Meeting.

Proposal 1 - Issuance of 20% or more of the company's issued and outstanding Class A Common Stock

The approval of the issuance 20% or more of the company's issued and outstanding Class A common stock pursuant to the Securities Purchase Agreement with JAK Opportunities Fund IX LLC. The results were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON VOTES
532,457	108,300	3,812	—

The adjournment proposal described in the proxy statement was not presented at the Special Meeting because there were sufficient votes at the time of the Special Meeting to approve the adoption of Proposal 1.

No other matters were submitted to or voted on by the Company's stockholders at the Special Meeting.

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.

Date: May 8, 2025

Volato Group, Inc.

By:	<u>/s/ Mark Heinen</u>
Name:	<u>Mark Heinen</u>
Title:	<u>Chief Financial Officer</u>