

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) **June 24, 2025**

**HERITAGE DISTILLING HOLDING COMPANY INC.**  
(Exact name of registrant as specified in charter)

<b>Delaware</b>	<b>001-42411</b>	<b>83-4558219</b>
(State or other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

<b>9668 Bujacich Road Gig Harbor, Washington</b>	<b>98332</b>
(Address of Principal Executive Offices)	(zip code)

<b>(253) 509-0008</b>
(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 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- ☐ 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	CASK	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒ x

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. ☐ o

## **5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 24, 2025, at the 2025 annual meeting of stockholders (the “2025 Annual Meeting”) of Heritage Distilling Holding Company, Inc. (the “Company”), the Company's stockholders approved an amendment (“Amendment No. 1”) to the Heritage Distilling Holding Company, Inc. 2024 Equity Incentive Plan (the “2024 Plan”) to increase the maximum total number of shares of common stock that may be issued under the 2024 Plan to 5,000,000 shares (an increase of 2,500,000 shares). The Company's Board of Directors (the “Board”) approved Amendment No. 1 to the 2024 Plan, subject to stockholder approval, on May 30, 2025.

The foregoing description of Amendment No. 1 to the 2024 Plan is qualified in its entirety by reference to Amendment No. 1, which is filed as Exhibit 10.1 to this report. A more complete description of the terms of Amendment No. 1 and the 2024 Plan can be found in “Proposal Seven - Approval of an Amendment to the 2024 Plan to Increase the Plan's Shares Available for Issuance” on pages 36 to 42 of the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on June 10, 2025 (the “2025 Proxy Statement”), which description is incorporated by reference herein.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 24, 2025, as described below, upon the recommendation of the Board of the Company, the Company's stockholders approved an amendment (the “First Amendment”) to the Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of capital stock by 420,000,000 shares for a total of 495,000,000 shares of which 490,000,000 will be shares of common stock and 5,000,000 will be shares of preferred stock, as further described in “Proposal Six - Approval of an Amendment to the Certificate of Incorporation to Increase the Company's Authorized Shares” on pages 33 to 35 of the 2025 Proxy Statement and previously approved by the Board of the Company, subject to stockholder approval, on June 10, 2025. The proposal received the affirmative vote of 6,981,255 shares, representing approximately 96% of the votes cast and approximately 58% of the Company's outstanding common stock as of the record date.

As a result, the Company filed the First Amendment with the Secretary of State of the State of Delaware on June 24, 2025, which became effective upon filing.

The foregoing description of the First Amendment is qualified in its entirety by reference to the full text of the First Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

On June 24, 2025, the Company held the 2025 Annual Meeting. At the 2025 Annual Meeting, the Company's stockholders voted on eight proposals and cast their votes as described below. The proposals are described in the 2025 Proxy Statement. Stockholders representing approximately 60% of the Company's outstanding shares of common stock as of the record date were present or represented by proxy at the meeting, constituting a quorum.

#### **Proposal 1**

The Company's stockholders cast their votes to elect two (2) Class III Directors to the Company's Board of Directors for a three-year term or until their successors are duly qualified and elected as set forth below:

<u><b>Name</b></u>	<u><b>Votes For</b></u>	<u><b>Votes Withheld</b></u>	<u><b>Broker Non-Votes</b></u>
Christopher H. (Toby) Smith	6,805,186	481,513	0
Jeffrey P. Wensel, M.D., Ph.D.	7,008,505	278,194	0

## Proposal 2

The Company's stockholders cast their votes with respect to the advisory vote to approve the compensation of the Company's named executive officers as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,012,458	236,546	37,695	0

## Proposal 3

The Company's stockholders cast their votes with respect to the advisory vote to select the frequency of future advisory votes on the compensation of the Company's named executive officers as set forth below:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,612,165	83,584	4,916,874	674,076	0

## Proposal 4

The Company's stockholders cast their votes to approve the potential issuance of shares of the Company's common stock pursuant to the ELOC Purchase Agreement as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,008,437	275,171	3,091	0

## Proposal 5

The Company's stockholders cast their votes to approve the potential issuance of shares of the Company's common stock upon conversion of the Series B Preferred Stock and exercise of warrants pursuant to the SPAs as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,992,487	286,849	7,363	0

## Proposal 6

The Company's stockholders cast their votes to approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,981,255	299,383	6,061	0

## Proposal 7

The Company's stockholders cast their votes to approve an amendment to the Company's 2024 Equity Incentive Plan to increase the shares available for issuance as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,821,059	442,888	22,752	0

**Proposal 8**

The Company’s stockholders cast their votes to ratify the appointment of CBIZ CPAs P.C. as independent registered accounting firm for fiscal year 2025 as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,246,631	32,993	7,075	0

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">First Amendment to Second Amended and Restated Certificate of Incorporation of Heritage Distilling Holding Company, Inc.</a>
10.1	<a href="#">First Amendment to the Heritage Distilling Holding Company, Inc. 2024 Equity Incentive Plan</a>
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.

Date: June 27, 2025

### HERITAGE DISTILLING HOLDING COMPANY INC.

By: /s/ Justin Stiefel  
Justin Stiefel  
Chief Executive Officer

FIRST AMENDMENT  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HERITAGE DISTILLING HOLDING COMPANY, INC.

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

June 24, 2025

Heritage Distilling Holding Company, Inc. (the “Corporation”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify as follows:

1. The Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article IV and replacing it in its entirety with the following:

The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares of capital stock that the Corporation shall have authority to issue is 495,000,000 shares. The total number of shares of Common Stock that the Corporation is authorized to issue is 490,000,000, having a par value \$0.0001 per share, and the total number of shares of Preferred Stock that the Corporation is authorized to issue is 5,000,000, having a par value of \$0.0001 per share.

2. This foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this First Amendment to Second Amended and Restated Certificate of Incorporation to be duly executed by an authorized officer this 24th day of June, 2025.

HERITAGE DISTILLING HOLDING  
COMPANY, INC.

By: /s/ Justin Stiefel  
Name: Justin Stiefel  
Title: Chief Executive Officer

**FIRST AMENDMENT TO THE  
HERITAGE DISTILLING HOLDING COMPANY, INC.  
2024 EQUITY INCENTIVE PLAN**

This First Amendment (the “Amendment”) to the Heritage Distilling Holding Company, Inc., a Delaware corporation (the “Company”), 2024 Equity Incentive Plan (the “Plan”) as adopted by the unanimous approval of the members of the Board of Directors of the Company (the “Board”) upon the recommendation of the Compensation Committee (the “Committee”) of the Board, amends the Plan as set forth herein, effective as of the date ratified and approved by the stockholders of the Company set forth at the end of this Amendment (the “Effective Date”). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan..

**WHEREAS**, the Plan, as adopted by the Board, ratified and approved by the stockholders of the Company, and becoming effective on November 25, 2024, was adopted as the equity compensation plan of the Company to promote the success of the Company and to increase stockholder value by providing an additional means through the grant of Awards to attract, motivate, retain and reward selected employees and other eligible persons; and

**WHEREAS**, the Plan had, as of the date of its adoption, an Overall Share Limit of 2,500,000 shares of the Company’s Common Stock; and

**WHEREAS**, the Committee, both in its capacity as Administrator and in furtherance of its responsibility to oversee the compensation and equity incentive practices, plans, and procedures of the Company, has been tasked with the oversight and administration of the Plan; and

**WHEREAS**, the Committee, having considered the Company’s issuance of Awards since the Plan became effective, has determined to adopt this First Amendment to the Plan to increase the number of shares of Common Stock available for issuance under the Plan by 2,500,000 additional shares of Common Stock, for a total of 5,000,000 Shares.

**NOW, THEREFORE**, as approved by the Board upon the recommendation of the Committee as of May 30, 2025 and as approved by the stockholders of the Company as of the date listed below, this First Amendment to the Plan is hereby adopted and approved in all respects. Accordingly, pursuant to this First Amendment, the Plan is hereby amended as follows:

1. As of the Effective Date, Section 4.1 of the Plan is hereby amended by deleting it in its entirety and is replaced with the following:

“4.1 Number of Shares. Subject to adjustment under Article VIII and the terms of this Article IV, the maximum number of shares of Common Stock that may be issued under the Plan shall be five million (5,000,000) shares (the “Overall Share Limit”), provided, however, that the Overall Share Limit shall not include Stock Appreciation Rights units in which the Award Grant of such units are paid out in cash at the time of exercise rather than in actual Shares of stock. Shares issued under the Plan may consist of authorized but unissued Shares, Shares purchased on the open market or treasury Shares.”

2. Except as specifically set forth in this First Amendment, no provision of the Plan is changed, and the Plan is hereby ratified in its entirety and shall remain in full force and effect.

*As adopted by the Board of Directors on May 30, 2025  
As adopted by the Stockholders on June 24, 2025*