

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):  
February 14, 2024

Star Equity Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-35947  
(Commission File Number)

33-0145723  
(IRS Employer  
Identification No.)

53 Forest Ave, Suite 101  
Old Greenwich, CT 06870  
(Address of principal executive offices, including zip code)

(203) 489-9500  
(Registrant's telephone number, including area code)

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 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
Common Stock, par value \$0.0001 per share	STRR	NASDAQ Global Market
Series A Cumulative Perpetual Preferred Stock, par value \$0.0001 per share	STRRP	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§232.405 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 3.01      Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On February 14, 2024, Star Equity Holdings, Inc. (the “Company”) received a letter (the “Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) notifying the Company that, for a period of 30 consecutive business days, the bid price of its common stock closed below the minimum bid price of \$1.00 per share required for continued listing on The Nasdaq Global Market pursuant to Nasdaq Listing Rule 5450(a)(1).

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), and as indicated in the Letter, the Company has 180 calendar days, or until August 12, 2024, to regain compliance with the minimum bid price requirement. The Letter further provided that if at any time during this 180-day period, the closing bid price of the Company’s common stock is at least \$1.00 for a minimum of 10 consecutive business days, the Company will have regained compliance, and Nasdaq will provide the Company written confirmation of compliance with the minimum bid price requirement and close the matter.

If the Company does not regain compliance by August 12, 2024, the Company may transfer from The Nasdaq Global Market to The Nasdaq Capital Market and may be eligible for an additional compliance period of 180 days. To qualify for the additional compliance period, the Company will have to: (i) submit a Transfer Application and related application fees; (ii) meet the continued listing requirement for market value of publicly held shares and all other initial listing standards of The Nasdaq Capital Market (except for the bid price requirement); and (iii) provide written notice to Nasdaq of its intention to cure the deficiency during the additional 180-day compliance period by effecting a reverse stock split if necessary. If the Company does not qualify for an additional compliance period, or should the Company determine not to submit a transfer application or make the required representation, or if Nasdaq concludes that the Company will not be able to cure the deficiency, Nasdaq will provide written notice to the Company that its common stock will be subject to delisting. Nasdaq rules permit the Company to appeal any delisting determination by Nasdaq to a Hearings Panel.

The Company will continue to actively monitor the closing bid price of its common stock and will evaluate available options, including, without limitation, seeking to effect a reverse stock split, in order to resolve the deficiency and regain compliance with the minimum bid price rule. The Company’s common stock will continue to be listed and traded on The Nasdaq Global Market during the 180-day compliance period, subject to the Company’s compliance with the other continued listing requirements of The Nasdaq Global Market.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits:**

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## **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.

**Star Equity Holdings, Inc.**

By: /s/ Richard K. Coleman, Jr.

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Richard K. Coleman, Jr.

Chief Executive Officer

Date: February 20, 2024