
**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): September 2, 2025

HUDSON GLOBAL, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38704
(Commission
File Number)

59-3547281
(I.R.S. Employer
Identification No.)

53 Forest Avenue, Suite 102
Old Greenwich, CT 06870
(Address of Principal Executive Offices)

Registrant's telephone number, including area code (475) 988-2068

N/A
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	HSO	The NASDAQ Stock Market LLC
Series A Preferred Stock, \$0.001 par value	HSO	The NASDAQ Stock Market LLC
Preferred Share Purchase Rights		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 (§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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Officers

On September 2, 2025, in connection with the previously announced acquisition of Star Equity Holdings, Inc. (“Star”), pursuant to the Agreement and Plan of Merger, dated as of May 21, 2025 (the “Merger Agreement”), by and among Hudson Global, Inc. (the “Company” or “Hudson”), Star and HSON Merger Sub, Inc., a wholly owned subsidiary of Hudson, the Company’s board of directors, appointed: (i) Hannah Bible to serve as Chief Compliance Officer and Corporate Secretary of the Company, in addition to her current role as Chief Legal Officer, (ii) Matthew K. Diamond to serve as Chief Accounting Officer of the Company, in addition to his current role as Principal Financial Officer, and (iii) Shawn Miles to serve as Executive Vice President – Finance of the Company.

Biographical information regarding Ms. Bible is set forth in the Company’s Current Report filed with the Securities and Exchange Commission on August 22, 2025, which disclosure is incorporated herein by reference.

Prior to being appointed as our Chief Accounting Officer, Matthew K. Diamond has served as Chief Financial Officer of the Company since January 2020 with overall responsibility for the Company’s global accounting and finance functions. Mr. Diamond will no longer hold the title of Chief Financial Officer, but will continue to serve as the Company’s Principal Financial Officer. Prior to serving as Chief Financial Officer, Mr. Diamond served as the Company’s Vice President of Finance since January 2019 and was appointed Principal Financial Officer in June 2019. Prior to joining the Company, Mr. Diamond served in a variety of finance and control roles at PepsiCo, Inc. from 2001 to 2018, including director roles in Financial Reporting, Financial Analysis, and Technical Accounting and Policy. Mr. Diamond is a CPA and began his career as a Supervisory Senior Auditor with Arthur Andersen LLP. Mr. Diamond earned a BBA in Public Accounting from Pace University, where he graduated with magna cum laude honors.

Prior to being appointed Executive Vice President – Finance, Shawn S. Miles was Senior Vice President – Finance & Strategy at Star. Since August 2016 Mr. Miles has held various positions with Star, or one of its predecessors. Mr. Miles will help oversee a variety of corporate functions including mergers and acquisitions; investor relations; capital markets; banking and financing relationships, and financial planning and analysis. Mr. Miles previously worked as a Research Analyst at Lone Star Value Management, a Connecticut-based investment firm. In that role, he was responsible for securities analysis spanning various industry sectors and investment strategies. Mr. Miles holds a master’s degree in Behavioral Economics and a Bachelor of Science in Applied Economics & Management, both from Cornell University.

There are no arrangements or understandings between the new officers and any other person pursuant to which they were selected as officers. The new officers do not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

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

On September 4, 2025, Hudson Global, Inc. (the “Company”) filed a certificate of amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as Amended (the “Charter”), to change the name of the Company from Hudson Global, Inc. to Star Equity Holdings, Inc. (the “Name Change”). The Name Change was approved by the Company’s Board of Directors (the “Board”) on September 2, 2025. The Amendment will become effective at 12:01 a.m. (Eastern Time) on September 5, 2025 (the “Effective Time”). The above description of the Amendment is a summary of the material terms thereof and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On September 4, 2025, the Company issued a press release announcing the Name Change. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In connection with the Name Change, the ticker symbols for the Company's Common Stock and the Company's 10% Series A Cumulative Perpetual Preferred Stock (the "Preferred Stock") will change. At the beginning of trading on September 5, 2025, the Company's Common Stock is expected to begin trading on the NASDAQ Global Select Market under the ticker "STRR," and the Company's Preferred Stock is expected to begin trading on the NASDAQ Global Select Market under the ticker "STRRP".

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

- 3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as Amended, of Hudson Global, Inc.](#)
- 99.1 [Press Release of Hudson Global, Inc. issued on September 4, 2025.](#)
- 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.

HUDSON GLOBAL, INC.
(Registrant)

By: /s/ MATTHEW K. DIAMOND
Matthew K. Diamond
Chief Accounting Officer

Dated: September 4, 2025

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HUDSON GLOBAL, INC.**

Hudson Global, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

- A. The name of the Corporation is Hudson Global, Inc.
- B. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation by deleting Article I and substituting the following in lieu thereof:
"The name of the corporation is Star Equity Holdings, Inc. (the "Corporation")."
- C. The Board of Directors of the Corporation has duly adopted resolutions setting forth the above-referenced amendment, declaring such amendment to be advisable.
- D. No meeting or vote of the stockholders of the Corporation was required to approve the above-referenced amendment.
- E. The above-referenced amendment was duly adopted in accordance with all applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.
- F. This Certificate of Amendment of the Amended and Restated Certificate of Incorporation shall be effective as of 12:01 a.m. Eastern Time on September 5, 2025.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on September 3, 2025.

HUDSON GLOBAL, INC.

a Delaware corporation

By: /s/ JEFFREY E. EBERWEIN

Name: Jeffrey E. Eberwein

Title: Chief Executive Officer

Hudson Global Renamed Star Equity Holdings, Inc.

Old Greenwich, CT – September 4, 2025 – Hudson Global, Inc. (Nasdaq: HSON; HSONP) announced today that it will change its corporate name to Star Equity Holdings, Inc. (“Star” or the “Company”), effective as of 12:01 a.m. Eastern Time on September 5, 2025. At the same time, the ticker symbols for its Common Stock and 10% Series A Cumulative Perpetual Preferred Stock (“Preferred Stock”) will change to STRR and STRRP, respectively, on NASDAQ.

This name change follows the previously announced August 22, 2025 merger of the Company with Star Operating Companies, Inc. (formerly Star Equity Holdings, Inc.), now a wholly owned subsidiary of the Company. It reflects the Company’s strategic direction and commitment to building a diversified portfolio of businesses aimed at generating long-term shareholder value. Shareholders are not required to take any action in connection with the name and ticker symbol changes. As of the open of trading on September 5, 2025, the Company’s Common and Preferred Stocks, currently trading under the symbols HSON and HSONP, respectively, will instead trade under the symbols STRR and STRRP, respectively, on NASDAQ.

The Company will be led by Jeff Eberwein as Chief Executive Officer and Rick Coleman as Chief Operating Officer. Management will also include Matt Diamond as Chief Accounting Officer, Hannah Bible as Chief Legal Officer, and Shawn Miles as Executive Vice President – Finance.

Jeff Eberwein, CEO of Star, noted, “Our transition to Star Equity Holdings marks an important milestone in our evolution and growth. The Star Equity Holdings name reflects our vision to build a diversified platform of businesses with strong fundamentals and long-term growth potential. We believe our successful merger in August positions us to deliver greater value for our shareholders and expand our presence in attractive markets.”

About Star Equity Holdings, Inc.

Star Equity Holdings, Inc. is a diversified holding company that seeks to build long-term shareholder value by acquiring, managing, and growing businesses with strong fundamentals and market opportunities. Its current structure comprises four divisions: Building Solutions, Business Services, Energy Services, and Investments.

Building Solutions

The Building Solutions division operates in three niches: (i) modular building manufacturing; (ii) structural wall panel and wood foundation manufacturing, including building supply distribution operations; and (iii) glue-laminated timber (glulam) column, beam, and truss manufacturing.

Business Services

The Business Services division provides flexible and scalable recruitment solutions to a global clientele, servicing organizations at all levels, from entry-level positions to the C-suite. The division focuses on mid-market and enterprise organizations worldwide, partnering consultatively with talent acquisition, HR, and procurement leaders to build diverse, high-impact teams and drive business success.

Energy Services

The Energy Services division engages in the rental, sale, and repair of downhole tools used in the oil and gas, geothermal, mining, and water-well industries.

Investments

The Investments division manages and finances the Company's real estate assets as well as its investment positions in private and public companies.

Investor Relations:

The Equity Group

Lena Cati

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lcati@theequitygroup.com

This press release contains statements that the Company believes to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this press release, including statements regarding the Company's future financial condition, results of operations, business operations and business prospects, are forward-looking statements. Words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "predict," "believe" and similar words, expressions and variations of these words and expressions are intended to identify forward-looking statements. All forward-looking statements are subject to important factors, risks, uncertainties, and assumptions, including industry and economic conditions that could cause actual results to differ materially from those described in the forward-looking statements. Such factors, risks, uncertainties and assumptions include, but are not limited to, (1) global economic fluctuations, (2) the Company's ability to successfully achieve its strategic initiatives, (3) risks related to potential acquisitions or dispositions of businesses by the Company, (4) unexpected costs, charges or expenses resulting from the Company's recent merger, (5) potential adverse reactions or changes to business relationships resulting from the completion of the Company's recent merger, (6) risks related to the inability of the combined company to successfully operate as a combined business, (7) risks associated with the possible failure to realize certain anticipated benefits of the Company's recent merger, including with respect to future financial and operating results, (8) risks related to fluctuations in the Company's operating results from quarter to quarter due to various factors such as rising inflationary pressures and interest rates, (9) the loss of or material reduction in our business with any of the Company's largest customers, (10) the ability of clients to terminate their relationship with the Company at any time, (11) competition in the Company's markets, (12) the negative cash flows and operating losses that may recur in the future, (13) risks relating to how future credit facilities may affect or restrict our operating flexibility, (14) risks associated with the Company's investment strategy, (15) risks related to international operations, including foreign currency fluctuations, political events, trade wars, natural disasters or health crises, including the Russia-Ukraine war, and conflict in the Middle East, (16) the Company's dependence on key management personnel, (17) the Company's ability to attract and retain highly skilled professionals, management, and advisors, (18) the Company's ability to collect accounts receivable, (19) the Company's ability to maintain costs at an acceptable level, (20) the Company's heavy reliance on information systems and the impact of potentially losing or failing to develop technology, (21) risks related to providing uninterrupted service to clients, (22) the Company's exposure to employment-related claims from clients, employers and regulatory authorities, current and former employees in connection with the Company's business reorganization

initiatives, and limits on related insurance coverage, (23) the Company's ability to utilize net operating loss carryforwards, (24) volatility of the Company's stock price, (25) the impact of government regulations and deregulation efforts, (26) restrictions imposed by blocking arrangements, (27) risks related to the use of new and evolving technologies, (28) the adverse impacts of cybersecurity threats and attacks and (29) those risks set forth in "Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2024." Additional information concerning these, and other factors is contained in the Company's filings with the Securities and Exchange Commission ("SEC"). These forward-looking statements speak only as of the date of this document. The Company assumes no obligation, and expressly disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.