

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): **October 16, 2026**

MOBIX LABS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40621 (Commission File Number)	98-1591717 (IRS Employer Identification No.)
1 Venture, Suite 220 Irvine, California (Address of principal executive offices)		92618 (Zip Code)

Registrant's telephone number, including area code: **(949) 808-8888**

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 240.13(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, par value \$0.00001 per share	MOBX	Nasdaq Capital Market
Redeemable warrants, each warrant exercisable for one share of Class A Common Stock	MOBXW	Nasdaq Capital Market

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 7.01 Regulation FD Disclosure.

On October 8, 2026, Mobix Labs, Inc. hosted an investor call regarding its national security platform initiative. A copy of the transcript of that call is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Call Transcript dated October 8, 2026.
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.

Mobix Labs, Inc.

Dated: October 16, 2026

/s/ Keyvan Samini

Keyvan Samini

President and Chief Financial Officer

Mobix Labs Investor Update Call on Critical Minerals Strategy and Business OutlookThursday, 8th October 2026

Operator: Good afternoon, everyone, and welcome to the Mobix Lab Investor update call. A rare earths investor presentation will be posted to the investors section of the Mobix Labs website at the conclusion of today's call. At this time, all participants are in listen only mode. As a reminder, this conference is being recorded, and a replay will be available on the Investor Relations page of the Mobix website in a few days. With me today are Phil Sansone, chief executive officer of Mobix Labs, and Paul Singarella, co-founder and chief executive officer of Special Project Delivery, Inc. This call is being webcast live in the Investor Relations section of our website at MobixLabs.com.

Before we begin, I'd like to remind everyone of our Safe Harbor policy. This call and webcast contain forward looking statements as defined under the Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties. Any statements regarding expectations, projections or other characterizations of future events, including financial outlooks, market conditions, product developments and the proposed acquisition of Special Project Delivery by Mobix Labs and of Winner Water services by Special Project Delivery are forward-looking statements. These include statements about the expected timing, completion and benefits of those transactions, which remain subject to stockholder approvals, the effectiveness of a registration statement and other closing conditions.

Actual results may differ materially from those expressed due to various factors, including those outlined in our SEC filings. Mobix Labs assumes no obligation to update any forward-looking statements except as required by law. For a more detailed discussion of risks and uncertainties, please refer to our SEC filings, including our most recent Annual Report on Form 10-K. Our Quarterly Report on Form 10-Q for the quarter ended June 30th, 2026, and the Risk Factors section of our Form S-1 filed on July 9th, 2026. I will now turn the call over to CEO, Phil Sansone.

Overview

Phil Sansone

Chief Executive Officer, Mobix Labs

Good afternoon. I'm Phil Sansone, CEO of Mobix Labs. Thank you for joining today's Investor Update call. This is an exciting time for the company. Our existing business continues to improve and at the same time, we are expanding into the rare earths and critical minerals market. As we've communicated previously, our vision is to transform the company into NSM Labs under our National Security Matters initiative. When we last spoke on August 13th, announcing our definitive agreement to acquire Special Project Delivery, or SPD, we laid out our strategy. National security starts with critical minerals, and we will build this company by acquiring proven capability rather than starting from scratch.

Before we get to the reason for today's call, I'd like to share a quick update on the Mobix business. Following our September 24th announcement, we now expect revenue for fiscal fourth quarter 2026, which ended September 30th, to come in closer to the high end of our \$1.4 to \$1.8 million guidance range, well above the \$1.6 million midpoint. That would represent more than 100% growth quarter over quarter, along with substantially higher gross margins. The growth is coming from both sides of our business, with higher wireless system shipments and continued strong military demand, and we expect that growth to continue in fiscal first quarter 2027.

Now, the reason we're here today, on Monday, SPD, the company Mobix Labs has agreed to acquire, announced a definitive agreement to acquire Winner Water Services. Winner is a revenue generating US Rare Earth company based in Sharon, Pennsylvania. It recovers rare earth elements scandium and alumina from coal ash material that's already above ground, so there's no new mine to permit. Over the past ten years, Winner has earned six consecutive awards from the Department of Energy and the Department of Defense, totaling \$53 million. And in August, Winner broke ground on its rare earth extraction demonstration plant at the National Carbon Capture Center in Wilsonville, Alabama. Winner will be the first operating company to join our National Security Matters platform, and it's exactly what our NSM mandate calls for, proven capability that strengthens America's domestic supply of critical minerals. To tell you more, I will turn it over to Paul Singarella, CEO of SPD. Paul.

Outlook

Paul Singarella

Co-Founder & Chief Executive Officer, Special Project Delivery

Thank you, Phil. This summer Mobix and SPD launched the National Security Matters Initiative. We are now pleased to give you more color and detail on how that initiative is taking shape and how it is transforming Mobix, our public partner. We are still in the early stages and there is a great deal of work ahead. We told you we were building a company capable of helping to onshore the nation's critical minerals and rare earth supply chains. We told you that that vertical is nested into a broader set of verticals, each one directly focused on national security and the nation's economic priorities. And here we are less than two months later, very happy to report on our early progress.

Winner Water Services has been developing its rare earth recovery program from the ground up for the past decade and is now building its fully funded \$25 million demonstration plant, as Phil said, in Alabama. Winner's success along the way has been validated by repeat funding awards from the United States Department of Energy and the United States Department of Defense. SPD has known Winner for three years, over which time we built a strategic partnership that progressed naturally through today's announcement that we will combine our businesses. The fit is hand in glove. Winner brings deep and proven technology, chemical engineering and operating expertise. SPD, for its part, brings project execution and finance expertise at scale. This combination is exactly what is needed to achieve commercial success for a multibillion-dollar plant, which is exactly what it will take to produce rare earths at the scale needed to break the nation's foreign dependency.

We are different from the pack in important ways. There are very few US companies that have a decade long history in rare earth recovery. There are very few US companies that combine that with the mega-project success that the SPD team brings to the table. There are very few US companies that have made the cut in the rare earth space over and over again with DoE and DoD, and there are very few US companies that have what we have, a focus on extracting rare earths from coal ash, which is a virtually limitless supply of feedstock that does not involve the complexities and delays of opening a new mine.

So to say the least, we are bullish on what we are building, and we believe that further combining with our public partner, Mobix, which already has an established presence in national defense and security tech, gives us access to the public capital markets, which, together with federal and partner capital is how projects of this scale get built. Winner is our first and our anchor critical minerals business. It won't be our last. Build great teams, acquire critical capabilities, execute with discipline, create lasting value for our shareholders. That's the road we are on. With that operator, let's open it up for questions.

Q&A

Operator: Thank you. As a reminder, to ask a question, you will need to press star one one on your telephone. To remove yourself from the queue, you may press star one one again. Please stand by while we compile the Q&A roster. Our first question comes from the line of Mike Neuhauser of Roth Capital Partners. Your line is open, Mike.

Mike Neuhauser (Roth Capital Partners): Well, thank you. Congratulations on your ongoing success with your plant. A couple of quick questions if I could. Fly ash and the coal waste are notoriously difficult to get separate rare earths. How is, can you qualify without violating any trade secrecy or such? How it's able to accomplish this.

Paul Singarella: Sure. Mike, this is Paul Singarella. Great question. Very carefully. We've been at this for ten years. We've been very successful at it. The \$53 million that came to Winner in six chunks over that decade demonstrate that DoE and DoD have been impressed with the progress that we've made. It's on a technical basis, Mike, it's a multi-stage treatment train. You're absolutely right that it's not an easy thing to do. But one thing to make clear is that when you combust coal, you end up concentrating the rare earth concentrations over what's in the actual coal ore to begin with. So, that's your starting place. You've taken the carbon content largely out of it. And then it's a number of steps to actually get all the way to metallization, which we are not doing at this point. It's literally hundreds of steps.

We're focused on key steps being an acid leaching of the ash solvent extraction steps, oxalate, precipitation, calcining to the high purity concentrate. What we're producing is a mixed rare earth oxide. We have plans at our demonstration plant to go further and break that down into the heavies and the lights and also into a scandium product. And then, Mike, to your point, you end up with a lot of stuff that isn't actually the rare earth oxide because of those somewhat low concentrations. So the by-products are important too. Once you've gotten the rare earths out, then you've got a material that if it fits the standard and we have high confidence that we're going to meet the standard, you can sell that product into the concrete industry as an aggregate works pretty well there too. Does that help, Mike?

Mike Neuhauser (Roth Capital Partners): Yeah, it does. That's interesting because I think this, what you're describing is something like a solvent extraction process, which if you've already broken ground in Alabama, you've probably crossed the biggest hurdle, which is permitting. But one of the big problems with solvent extraction in China is the being able to find a safe place for the tailings. So it sounds like you're able to turn that into something that's inert and even a product that you could unload without having to go to any extreme environmental costs and other expenses. Is that true or is that close?

Paul Singarella: That's exactly right, Mike. In contrast to a typical mining operation, which we are not doing, you end up with massive piles of tailings that, quite frankly, we have all over the western United States. And then what do you do with that? Well, a lot of those sites turn into regulated sites. That's not what we have. What we're doing is taking a by-product of 100 years of burning coal at coal fired power plants and repurposing that material and making a beneficial reuse of it. So you take it out of the waste bucket, which is how the utilities have to deal with it, and you bring it into the chemical engineering rare earth side of the coin. And what you're doing is you're taking what's been lying around in these coal ash impoundments for decades, and you're putting it to use and you're turning out useful products of that, and you're avoiding the types of environmental liabilities that I think you're hinting at.

Mike Neuhauser (Roth Capital Partners): Yeah. So this has been permitted for the demonstration facility. So in my mind, you've already crossed the biggest permitting hurdle is just getting off the starting line. So I'm assuming that's correct. One question. And the other is where do you go from the demonstration facility? What's the next step?

Paul Singarella: Great questions. No you're absolutely right. We have a winner, I should say. And Winner is on the line. And of course, they know that I'm already in the habit of saying we. And that reflects the fact that SPD, my partner, John Dewey and I and the SPD team, we've been working with Winner for three years now, and we feel very close with these folks. Yes, the demonstration plant we broke ground last month. It's fully funded. It's a \$25 million plant. You can't break ground on a plant like that without having all your permits in hand. So we're well on our way. These things don't get built overnight of course. We anticipate operations no later than Q1 2028. And if Todd Beers over at Winner Water, if he keeps up the pace that he's on, maybe we'll see that grand opening and that ribbon cutting even sooner. We'll keep you posted on that, Mike, I'd love to see you there.

Mike Neuhauser (Roth Capital Partners): Well, measure twice, cut once. And congratulations to Winner, without a doubt. Just one more question if I could squeeze one in. There are lots of different rare earths and critical elements in coal waste. Do you have your eyes on others that might be economic? Some of these can be just trace levels, but are you going to be - is the Winner technology or process robust enough that you'll be able to extract other things and would you care to share what might be top of mind if there are any?

Paul Singarella: Sure. And it's a great point. I mean, the magic of this, if you will, of course, is nothing really magic about it. But if you look at our pie charts, you can see that we're starting with the feedstock, the coal ash. We're starting with relatively low concentrations. You can barely see that on the pie chart. But as we go through the various steps, that slice of the pie increases along the way until after four or five major steps, you're well over 90% of that pie being the rare earth elements. What was your other question, Mike?

Mike Neuhauser (Roth Capital Partners): Yes. Just could you name some of those other elements that might be of interest?

Paul Singarella: Sure. Well, the rare earth family is 17 chemicals on the periodic table, most of which no one has heard of unless they're a real chemistry nerd. I happen to be a former chemistry major. I've been making molecules since before I'd like to admit. We're going to have a heavy fraction that will include the neodymium and praseodymium, the two key two of the four key ingredients, rare earths that go into the so-called permanent magnets. We're going to have a lighter fraction. Scandium is considered to be part of the rare earth family. We're very focused on that as well.

But overall, we're building a platform that is very ambitious in terms of what chemicals we're looking at. We're also looking at germanium and gallium. We're looking at what we can do with the aluminum, which is not a rare earth element itself, but it can be very valuable. The coal ash actually has on the order of 15% to 20% aluminum in it. That's not something that's commonly known. So it's a great point, Mike, because the fact of the matter is this coal ash, we consider it a very valuable resource and underappreciated resource. It's got all kinds of goodies in it, and we're very focused on extracting maximum value out of it.

Mike Neuhauser (Roth Capital Partners): Okay. Thank you very much. I'll go back on hold. Best of luck.

Paul Singarella: Thank you, Mike. Thank you so much.

Operator: Thank you. Once again, to ask a question, please press star one one on your telephone. Our next question comes from the line of John Whitaker of Craig-Hallum. Your line is open, John.

John Whitaker (Craig-Hallum): Hey guys, congrats on the Winner acquisition and great questions from the guy from Roth who asked a bunch of things I was going to ask. A couple of things on the follow is I'd love to know more about your feedstock partners and if you've identified your preferred initial partner for feedstock. And then I'll probably have a couple on the back of that.

Paul Singarella: Sure. No, that's - I can appreciate your curiosity on that. We have a very, very solid utility partner. Actually, please forgive me if I don't name names today. But we've been working, Winner has been working with this particular utility for a number of years, and they're, I can tell you from participating in some of the Doe proceedings that these guys are really committed to this program. They have - I can see the respect that they have for Winner, and I can understand their interest because utilities all around the country literally have billions of dollars of contingent environmental liabilities on their books to deal with coal ash if it sits there in these impoundments as a waste.

In contrast, this type of program where we can repurpose that material and turn it to beneficial reuse is such a sigh of relief for these utilities. So this has been a real sticky wicket for the utilities for decades. They're over there in the EPA world dealing with the regulators and the regulation of these coal ash impoundments. And they're already very deeply involved, a number of them, in the beneficial use into the aggregate, into concrete. What we're doing is taking that and adding another dimension to that, which makes it look even better to them.

John Whitaker (Craig-Hallum): Great. That's helpful. With regard to the DoE and the DoD, is either one of those leaning in a little harder than the other right now? And then final question would be, you mentioned your proven capabilities around megaprojects. Is there any more detail you could share on that?

Paul Singarella: Sure. Absolutely. So we have two favorite federal agencies. You mentioned them both. They have both, quite frankly, been fantastic. There's more to come. We've got grants pending in D.C. And we're very fortunate this is a Winner and SPD combined. And of course, down the road we're very fortunate because both of those agencies have been focused on this for a number of years. And they've committed what we like to refer to as non-dilutive capital. I can tell you that there's a lot of interest in doing a public private partnership on the ultimate build. So we love them both. I would never want to pick one over the other. They're both instrumental. But they're both, of course out of D.C., they're all over, they have offices around the country, but D.C. is Washington, D.C. is really driving this.

And Todd and Karen and their team at Winner have built wonderful relationships with DoE and DoD over the years. We're at \$53 million. We're on our way to what we hope will be hundreds of millions of dollars through those federal partnerships. So we're really gearing up back in D.C. and we recently brought on board a strategic governmental affairs partner to help us with that because one thing you need to do when you're back in D.C. is make sure that they know that you guys are the real deal. And we are the real deal. We're going to deliver here. Todd and Karen have built a tremendous trust and confidence over the years with both energy and defense. And we're just looking forward to continuing to work with both of them as we proceed.

In terms of the mega project experience, the SPD team, myself and others over many years, going back to when I was in the salt mines at Latham and Watkins. My goodness. I'll just give you a couple of examples. This Hydrometallurgy that you use, the technology that you use to extract the rare earths from ore or ash. It's kind of the flip side of that is advanced water purification, quite frankly. That's how Winner started back in 2013. I've worked on the largest desalination plant in the Western Hemisphere. Carlsbad, California, that's one of my capstone projects, worked on the project finance deal of the year for San Diego Gas and Electric, the Sunrise Powerlink transmission corridor. I've worked on mines and sand and gravel and power plants. The joy of working at Latham was we always had the opportunity to work on what I refer to as these mega projects. So I've been doing that forever. And I even did it when I was an engineer before I went to law school. I worked on Boston Harbor and Tampa Bay. So and then the rest of the team at SPD has similar experience, and we'd be glad to give you a list of our top projects.

John Whitaker (Craig-Hallum): Very helpful. I appreciate it and thanks for taking the time to answer my questions. Congrats again.

Paul Singarella: Thank you.

Operator: Once again, to ask a question, please press star one one on your telephone. Again, that's star one one on your telephone to ask a question. Our next question comes from the line of Thomas Halai[?] of Tom Werts[?]. Thomas, your line is open.

Thomas Halai (Tom Werts): Can you hear me?

Operator: Yes, sir. Please proceed.

Thomas Halai (Tom Werts): Yeah. As Mobix deepens its role across defense platforms and expands into NDAA compliant systems, what specific steps is the company taking to position itself for program of record participation, which is typically the gateway to larger, multi-year DoD investment?

Paul Singarella: Phil, you want to take a shot at that, or do you want me to jump in?

Phil Sansone: Yeah, you can jump in on that one, Paul.

Paul Singarella: Well, one of the key things we're doing is we are working on our profile and our visibility. There's no reason with the tech that Mobix already has both in radio frequency, RF with its subsidiary and the filtering technology, we're in the Tomahawk program. We're in other programs, the F-16. There's no reason that we shouldn't be more visible and more present with the military, and with the kind of money that's coming through the National Defense Authorization Act, shame on us if we're not doing that. Right. So that's one of the reasons that we recently decided what this group continental is going to help us with that back in D.C., they're actually there this week working on our projects. So we're very bullish on being able to take the existing programs that Mobix has, couple them with the NSM aspects that we're talking about and the rare earth elements and expand their TAM and their presence in DoD and other issues of national economic importance.

Phil Sansone: Yeah, I think that was a great answer, Paul. And again, we're - Mobix is already an approved vendor to many of the tier one defense contractors, US based, as well as some overseas. So I think the combination of what we're doing now and the increased exposure with the DoD will expand our opportunities significantly, and we will take all the appropriate steps to maximize that opportunity. Thanks for the question, Tom.

Thomas Halai (Tom Werts): You're welcome.

Phil Sansone: Are there any more questions, operator?

Operator: No further questions in queue at this time.

Phil Sansone: Okay. This is Phil Sansone from Mobix. I'd just like to make a couple of more comments before we wrap up. I think it's important to view this. These are two separate transactions, and it's important to distinguish between them. Mobix has entered into an agreement to acquire SPD. And SPD has separately entered into an agreement to acquire Winner. Each transaction has its own closing conditions and approval requirements. So with respect to the Mobix shareholders, any approval that's required in connection with the Mobix and SPD transaction, or the issuance of any Mobix securities will be presented to our shareholders through the applicable proxy process. I think that's important to point that out.

And again, as I mentioned at the beginning of the call, it's a very exciting time for Mobix. We view this move that we're making into rare earth. And the first steps being SPD and Winner as very transformational. And it's exciting to look forward with the transactions that Mobix has announced to this point, and with them hopefully closing successfully. I can envision at this time next year, Mobix could be looking at a \$30 to \$50 million revenue run rate as we stand here today and see what's in front of us. And then what's beyond that is very exciting as well. But we'll comment on that at an appropriate time. So I wanted to make those closing comments. Anything else from you, Paul?

Paul Singarella: No. That's a great place to wind up right there, I think.

Phil Sansone: Great. Okay. Thanks for everyone participating. And we really appreciate the attention that you've given us today.

Paul Singarella: Thank you.

Operator: This concludes today's conference call. Thank you for participating. You may now disconnect.

[END OF TRANSCRIPT]

Additional Information and Where to Find It

This communication refers to a proposed transaction between Mobix Labs and SPD (the "proposed transaction") and may be deemed to be solicitation material in connection with matters expected to be submitted to Mobix Labs stockholders for approval, including the proposed issuance of shares in connection with the proposed transaction.

Mobix Labs expects to file a proxy statement and other relevant materials with the U.S. Securities and Exchange Commission (the "SEC") in connection with the proposed transaction. BEFORE MAKING ANY VOTING DECISION, MOBIX LABS STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS.

When available, stockholders will be able to obtain free copies of the proxy statement and other documents filed with the SEC through the SEC's website at www.sec.gov and through Mobix Labs' website at mobixlabs.com.

Participants in the Solicitation

Mobix Labs and certain of its directors and executive officers may be deemed to be participants in the solicitation of proxies from Mobix Labs stockholders in connection with the proposed transaction and related matters. Information about the directors and executive officers of Mobix Labs is set forth in the prospectus filed with the SEC on October 6, 2026 pursuant to Rule 424(b)(3). This document can be obtained free of charge from the sources indicated above. Additional information regarding the potential participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC regarding the proposed transaction when they become available.