

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 10, 2023

TIGO ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-40710 (Commission File Number)	83-3583873 (I.R.S. Employer Identification No.)
655 Campbell Technology Parkway, Suite 150 Campbell, California		95008
(Address of principal executive offices)		(Zip Code)
(408) 402-0802 (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 is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communication 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-commencements 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 Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	TYGO	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock, at an exercise price of \$11.50 per share	TYGOW	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.

On June 10, 2023, the Compensation Committee of the Board of Directors of Tigo Energy, Inc. (the “Company”) approved the Fiscal 2023 Executive Short Term Incentive Plan (the “2023 STI Plan”) for the Company’s key executives, including its named executive officers.

Under the 2023 STIP, participants will be eligible to earn a cash bonus in an amount based upon a targeted percentage of the participant’s base salary. A participant’s cash bonus will be earned based upon the achievement of either or both of two specified Company performance objectives: (i) 2023 revenue (37.5% weighting), and (ii) 2023 Adjusted EBITDA (defined as operating income adjusted for depreciation, amortization, non-cash stock-based compensation expenses and M&A transaction expenses) (37.5% weighting). The balance of the cash bonus will be earned based on achievement of individual performance objectives established by the Compensation Committee for the CEO and by the CEO for other participants (25% weighting), factoring in the level of achievement of the revenue target and Adjusted EBITDA target.

For revenue and Adjusted EBITDA, a participant will be eligible to earn 75% of target bonus if the Company achieves a pre-determined threshold, 100% for achieving target and a maximum of 150% for achievement above that level. The achievement of individual performance objectives will be determined on a scale of zero to 100%. The revenue and Adjusted EBITDA amounts must be at least 75% of their respective targeted amounts for any cash bonus payouts to be made.

Bonus eligibility, the extent to which financial targets have been achieved, each participant’s individual level of performance, and actual cash amounts to be paid will be determined by the Compensation Committee after the completion of fiscal 2023.

The 2023 STI Plan is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated into this Item 5.02 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1+	Fiscal 2023 Executive Short Term Incentive Plan.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

+ Indicates management contract or compensatory plan.

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.

TIGO ENERGY, INC.

Dated: June 12, 2023

By: /s/ Bill Roeschlein

Name: Bill Roeschlein

Title: Chief Financial Officer

FISCAL 2023 EXECUTIVE SHORT TERM INCENTIVE PLAN

Fiscal 2023 Executive Short Term Incentive Plan

Under the Fiscal 2023 Executive Short Term Incentive Plan (the “Executive Short Term Incentive Plan”), the Company’s key executives, including the named executive officers, can earn annual incentive cash compensation, based upon the Company’s achievement of specified results with respect to corporate revenue and Adjusted EBITDA targets for Fiscal 2023 and the achievement of individual performance objectives. Adjusted EBITDA for 2023 is defined as operating income adjusted for depreciation, amortization, non-cash stock-based compensation expenses and M&A transaction expenses.

The targets and weightings relevant to the cash incentive determination for Fiscal 2023 under the Executive Short Term Incentive Plan will be as follows:

Fiscal 2023 Financial Targets	Weighting
Company Revenue	37.5%
Company Adjusted EBITDA Before Incentive Compensation	37.5%
Individual Performance Objectives	25%

The Company’s Revenue and Adjusted EBITDA Before Incentive Compensation must be at least 75% of the target level under the Company’s Fiscal 2023 Operating Budget for any incentive cash compensation payout to be made under the Executive Short Term Incentive Plan (“Plan”).

The financial targets include a minimum threshold 75%, target threshold of 100% and maximum threshold of 150% with results in between thresholds determined by linear interpolation. The Compensation Committee may adjust the calculation of the Company Revenue target and the Company Adjusted EBITDA Before Incentive Compensation target to account for unforeseen, unanticipated, unusual and/or non-ordinary course events and issues.

If the threshold objectives are met, participants will receive a cash incentive payment under the Executive Short Term Incentive Plan with the specific amount that such participant receives equal to their predetermined participation levels, which is a percentage of base salary of each participant, multiplied by the Percentage of the Bonus Target Earned, subject to adjustment to reflect achievement of individual performance goals as set forth below.

The Percentage of the Bonus Target Earned is calculated as follows: (i) Percentage of Company Revenue Bonus Target Earned multiplied by 0.375, plus (ii) Percentage of Company Adjusted EBITDA Before Incentive Compensation Bonus Target Earned multiplied by 0.375, plus (iii) Percentage of Company Revenue Bonus Target Earned multiplied by the Individual Performance Objectives Earned Factor (between 0 and 0.125), plus (iv) Percentage of Company Adjusted EBITDA Before Incentive Compensation Bonus Target Earned multiplied by the Individual Performance Objectives Factor (between 0 and 0.125).

The Percentage of Company Revenue Bonus Target earned and Percentage of Company Adjusted EBITDA Before Incentive Compensation Bonus Target Earned will be determined as follows:

	Revenue (50% Weighting)		Adjusted EBITDA (50% Weighting)	
	Performance Level	% of Bonus Target Earned	Performance Level	% of Bonus Target Earned
Threshold		75%		75%
Target		100%		100%
Maximum		150%		150%

For performance between the performance levels, the percentage will be determined based upon interpolation between the performance levels.

The Committee will establish individual performance objectives for the CEO and the CEO shall establish individual performance objectives for other participants in the plan. The Committee will determine the percentage of actual achievement of those individual performance goals (between 0 and 100%). The Individual Performance Objectives Factor will be determined by multiplying 0.125 by the percentage of the individual performance goals achieved by the participant.

After completion of fiscal 2023, the Committee, in its discretion, will determine the extent to which the financial targets have been achieved, each participant’s individual performance level of achievement as compared to their individual performance objectives and the actual cash amounts to be paid under the Executive Short Term Incentive Plan to each participant in the plan.

The Committee reserves the right, in its sole and absolute discretion, to change the eligibility for participation under the Executive Short Term Incentive Plan, to revise, eliminate or otherwise modify the performance targets or the manner in which the performance targets are calculated, to modify any predetermined participation level, to revise individual performance objectives or otherwise to increase, decrease or eliminate any incentive payouts to any participant under the Executive Short Term Incentive Plan, regardless of the level of performance targets that have been achieved. Except to the extent otherwise provided by separate agreement, participants must be employed by the Company at the date of the payment in fiscal 2024, which is expected to be by February 28, 2024.

Participants under the Executive Short Term Incentive Plan must be employed on or before December 31, 2022 in order to be eligible. Those hired between January 1, 2023 and December 31, 2023 will receive a pro rata portion of their bonus.
