

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): **December 17, 2025**

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.)

**983 University Avenue, Suite B,
Los Gatos, California**

(Address of principal executive offices)

95032

(Zip Code)

(408) 402-0802

(Registrant's telephone number, including area code)

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

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 1.02 Termination of a Material Definitive Agreement.

On December 17, 2025, Tigo Energy, Inc. (the “**Company**”) paid \$51,250,000 (the “**Prepayment Amount**”) to L1 Energy Capital Management S.a.r.l (“**L1 Energy**”) in full satisfaction of the Company’s obligations under that certain Convertible Promissory Note Purchase Agreement (as amended, the “**Purchase Agreement**”) and the Convertible Promissory Note (the “**Convertible Note**”), each dated January 9, 2023.

The Convertible Note was originally issued on January 9, 2023 in an aggregate principal amount of \$50.0 million and accrued interest at a rate of 5.0% per year. The Convertible Note was set to mature on January 9, 2026.

Upon payment by the Company to L1 Energy of the Prepayment Amount, (a) the obligations of the Company under the Convertible Note were considered paid and satisfied in full and irrevocably discharged, terminated and released and (b) the Purchase Agreement was terminated, and all obligations of the Company and L1 Energy thereunder were irrevocably discharged, terminated and released.

Item 7.01. Regulation FD Disclosure.

On December 17, 2025, the Company issued a press release announcing the repayment of the Convertible Note. A copy of this press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are being filed herewith:

Exhibit No.	Description
99.1	Press Release of Tigo Energy, Inc., dated December 17, 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.

Dated: December 17, 2025

TIGO ENERGY, INC.

By: /s/ Bill Roeschlein

Name: Bill Roeschlein

Title: Chief Financial Officer



Tigo Energy Announces Full Repayment of \$50 Million Convertible Promissory Note

Repayment of Convertible Promissory Note removes January 2026 maturity, eliminates potential equity overhang and strengthens balance sheet

LOS GATOS, Calif., December 17, 2025 — Tigo Energy, Inc. (NASDAQ: TYGO) (“Tigo”), a leading provider of intelligent solar and energy software solutions, today announced that it has repaid in full all outstanding principal and accrued interest under its 5.0% Convertible Promissory Note in the aggregate principal amount of \$50.0 million (the “Convertible Promissory Note”) issued to L1 Energy Capital Management S.a.r.l. (L1 Energy). Tigo used cash on its balance sheet to repay that Convertible Promissory Note and has no outstanding debt maturities following such repayment.

“The repayment represents an important milestone for Tigo’s balance sheet and capital structure,” said **Bill Roeschlein, Chief Financial Officer of Tigo**. “By eliminating our \$50 million convertible note ahead of its January 2026 maturity, we have removed a significant potential equity overhang, simplified our capital structure and improved our ability to focus on driving profitable growth in 2026.”

About Tigo Energy

Founded in 2007, Tigo Energy, Inc. (Nasdaq: TYGO) is a worldwide leader in the development and provider of smart hardware and software solutions that enhance safety, increase energy yield, and lower operating costs of residential, commercial, and utility-scale solar systems. Tigo combines its Flex MLPE (Module Level Power Electronics) and solar optimizer technology with intelligent, cloud-based software capabilities for advanced energy monitoring and control. Tigo MLPE products maximize performance, enable real-time energy monitoring, and provide code-required rapid shutdown at the module level. The company also develops and manufactures products such as inverters and battery storage systems for the residential solar-plus-storage market. For more information, please visit www.tigoenergy.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, Tigo’s ability to focus on driving profitable growth in 2026, and future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as “will likely result,” “are expected to,” “will continue,” “will allow us to,” “is anticipated,” “estimated,” “expected,” “believe,” “intend,” “plan,” “projection,” “outlook” or words of similar meaning. These forward-looking statements are based upon the current beliefs and expectations of Tigo’s management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

Actual results, performance or achievements may differ materially, and potentially adversely, from any projections and forward-looking statements and the assumptions on which those forward-looking statements are based. There can be no assurance that the forward-looking statements contained herein are reflective of future performance to any degree. You are cautioned not to place undue reliance on forward-looking statements as a predictor of future performance as projected financial information and other information are based on estimates and assumptions that are inherently subject to various significant risks, uncertainties and other factors, many of which are beyond our control. All information set forth herein speaks only as of the date hereof, and we disclaim any intention or obligation to update any forward-looking statements as a result of new information, future developments or otherwise occurring after the date of this communication.

Investor Relations Contact

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