

**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): May 24, 2026

Motorsport Games Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39868
(Commission
File Number)

86-1791356
(I.R.S. Employer
Identification No.)

3350 SW 148th Avenue, Suite 207
Miramar, FL
(Address of principal executive offices)

33027
(Zip Code)

Registrant's telephone number, including area code: **(305) 413-0812**

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>
Class A common stock, \$0.0001 par value per share	MSGM	The Nasdaq Stock Market LLC (The 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 3.03. Material Modification to Rights of Security Holders.

The disclosures set forth below under Item 5.03 are incorporated by reference herein.

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

As previously disclosed by Motorsport Games Inc. (the “Company”), on April 22, 2025, the holder of at least two thirds of the voting power of the Company’s Class A Common Stock, par value \$0.0001 per share, and Class B Common Stock, par value \$0.0001 per share, voting together as a single class, delivered to the Company an irrevocable written consent approving a Certificate of Amendment (the “Charter Amendment”) to the Company’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”) and Amendment No. 2 (the “Bylaws Amendment”) to the Company’s Bylaws, as amended (the “Bylaws”).

On May 4, 2026, the Company filed with the Securities and Exchange Commission a Definitive Information Statement on Schedule 14C relating to the approval of the Charter Amendment and the Bylaws Amendment. Pursuant to Rule 14c-2 under the Exchange Act, the approval of the Charter Amendment and the Bylaws Amendment could not take effect before May 24, 2026, which is 20 calendar days after the Definitive Information Statement was first provided to the Company’s stockholders.

On May 22, 2026, the Company filed the Charter Amendment, effective as of May 24, 2026, with the Delaware Secretary of State, and on May 24, 2026, the Bylaws Amendment was deemed effective. The Charter Amendment provides as follows:

- Section A of Article IX of the Certificate of Incorporation is amended to provide that the Company reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed in the Certificate of Incorporation, and by the laws of the State of Delaware, and all rights conferred upon stockholders in the Certificate of Incorporation, as so amended, are granted subject to this reservation.
- Section B of Article IX of the Certificate of Incorporation is amended to provide that the Bylaws may be altered, amended or repealed, or new bylaws adopted, by the Board of Directors or a simple majority of all of the then outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors; and
- Section C of Article VII of the Certificate of Incorporation is amended to provide that any action required or permitted to be taken by the stockholders of the Company must be effected at a duly called annual or special meeting of stockholders of the Company and may not be effected by any consent in writing by such stockholders.

The Bylaws Amendment provides as follows:

- Section 6.07 of the Bylaws is amended to provide that the Bylaws may be altered, amended or repealed, or new bylaws adopted, by the Board of Directors or a simple majority of all of the then outstanding shares of the Company’s capital stock entitled to vote generally in the election of directors; and
- Section 2.07 of the Bylaws is amended to provide that any action required or permitted to be taken by the Company’s stockholders must be effected at a duly called annual or special meeting of stockholders of the Company and may not be effected by any consent in writing by such stockholders.

The foregoing descriptions of the Charter Amendment and the Bylaws Amendment do not purport to be complete and are qualified in their entirety by reference to each such document, copies or forms of which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description
3.1	Certificate of Amendment to the Certificate of Incorporation, as amended, of Motorsport Games Inc.
3.2	Amendment No. 2 to the Bylaws of Motorsport Games Inc.
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.

Motorsport Games Inc.

Date: May 26, 2026

By: /s/ Stephen Hood

Stephen Hood
Chief Executive Officer and President

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION**

Motorsport Games Inc. (the "*Corporation*"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies, effective as of 12:01 a.m. Eastern Time on May 24, 2026, as follows:

1. The Corporation filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on January 8, 2021 (the "*Certificate*").
2. This Certificate of Amendment amends the provisions of the Certificate.
3. Section A of Article IX of the Certificate is hereby amended and restated as follows:

“A. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by statute and this Certificate, and all rights conferred upon the stockholders herein are granted subject to this reservation.”
4. Section B of Article IX of the Certificate is hereby amended and restated as follows:

“B. The Board is expressly empowered to alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws of the Corporation. Any alteration, amendment or repeal of the Bylaws of the Corporation by the Board or adoption of new bylaws by the Board shall require the approval of a majority of the authorized number of directors. The stockholders shall also have power to alter, amend or repeal the Bylaws of the Corporation or adopt new Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate, such action by stockholders shall require the affirmative vote of the holders of greater than fifty percent (50%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election or directors, voting together as a single class.”
5. Section C. of Article VII of the Certificate is deleted in its entirety, and the following is substituted in lieu thereof:

“C. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.”
6. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.
7. All other provisions of the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 22nd day of May, 2026.

MOTORSPORT GAMES INC.,
a Delaware corporation

By: /s/ Stephen Hood

Name: Stephen Hood

Title: Chief Executive Officer and President

**AMENDMENT NO. 2 TO THE BYLAWS OF
MOTORSPORT GAMES INC.**

This Amendment No. 2 (this “*Amendment*”) to the Bylaws of Motorsport Games Inc., a Delaware corporation (the “*Corporation*”), as adopted pursuant to Section 6.07 of said by-laws, is effective as of the 24th day of May, 2026.

Article 2.07 of the Bylaws is hereby deleted in its entirety, and the following is substituted in lieu thereof:

“Section 2.07. *Action by Consent*. Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.”

Article 6.07 of the Bylaws is hereby deleted in its entirety, and the following is substituted in lieu thereof:

“Section 6.07. *Amendments*. The Board of Directors is expressly empowered to alter, amend or repeal these bylaws or adopt new bylaws. Any alteration, amendment or repeal of these bylaws by the Board of Directors or adoption of new bylaws by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders shall also have power to alter, amend or repeal these bylaws or adopt new bylaws; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the certificate of incorporation, such action by stockholders shall require the affirmative vote of the holders of greater than fifty percent (50%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election or directors, voting together as a single class.”