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): November 13, 2026

NUVVE HOLDING CORP.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-40296**	**86-1617000**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2488 Historic Decatur Road, Suite 230	**San Diego,**	**California**	**92106**
(Address of Principal Executive Offices)			(Zip Code)

Registrant's telephone number, including area code: **(619) 456-5161**

(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 (see General Instruction A.2. below):

☐ 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:

Title of each class	**Trading symbols**	**Name of each exchange on which registered**
Common Stock, Par Value $0.0001 Per Share	NVVE	OTCQB 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 2.02. Results of Operations and Financial Condition.

On November 13, 2026, Nuvve Holding Corp. (the "Company") issued a press release announcing financial results for its third quarter ended September 30, 2026. A copy of the press release is furnish herewith as Exhibits 99.1 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The information set forth in Item 2.02 above is hereby incorporated herein by reference.

The information and exhibit included pursuant to Item 2.02 and 7.01 of this report are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release Announcing Quarterly Results.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

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: November 13, 2026

NUVVE HOLDING CORP.

By: /s/ Gregory Poilasne
Gregory Poilasne
Chief Executive Officer

Exhibit 99.1

Nuvve Provides Third Quarter 2026 Financial Update

Investor Conference Call to be Held Today at 5:00 PM Eastern Time (2:00 PM PT)

SAN DIEGO, November 13, 2026 /PRNewswire/— Nuvve Holding Corp. (“Nuvve”, “we”, the “Company”) (OTCQB Market: NVVE), a green energy technology company that provides a globally-available, commercial vehicle-to-grid (V2G) technology platform that enables electric vehicle (EV) and stationary batteries to store and resell unused energy back to the local electric grid and provides other grid services, today provided a third quarter 2026 update.

Third Quarter Highlights and Recent Developments

- We raised $0.97 million in gross proceeds through debt obligations, private placement and issuance of preferred stock, and exercise of warrants during the third quarter of 2026 to support our operations and growth initiatives
- Total revenues were $1.09 million for the third quarter of 2026 compared to $1.60 million for the third quarter of 2025
- Gross profit margins were 24.0% for the third quarter of 2026 compared to 52.0% for the third quarter 2025
- Cash operating losses were $4.3 million in the third quarter 2026 compared to $4.8 million the third quarter 2025

Management Discussion

Gregory Poilasne, Chief Executive Officer of Nuvve, said,“As we look out to the next several quarters, we expect to see more developments on our European, Japan and New Mexico stationery battery pipeline projects. We also anticipate improvements in our cash burn resulting from the benefits of lower operating costs compared with last year. In parallel, we are bringing Astrea, our Artificial Intelligence ("AI") AI-powered forecasting and grid decision-support platform, to utilities and electric cooperatives, and we are preparing initial technical evaluations with prospective customers.”

2026 Third Quarter Financial Review

Total revenue was $1.09 million for the three months ended September 30, 2026, compared to $1.60 million for the three months ended September 30, 2025, a decrease of $0.51 million, or 31.9%. The decrease was primarily attributable to $0.34 million decrease in products revenue due to lower customers sales orders and shipments, a $0.12 million decrease in service revenue, and a $0.05 million decrease in grants. Products and services revenue for the three months ended September 30, 2026, consisted of DC Chargers and AC Chargers of $0.60 million, grid services revenue of $4.98 thousand, and engineering services of $0.26 million.

Cost of products and services revenue was $0.83 million for the three months ended September 30, 2026, compared to $0.77 million for the three months ended September 30, 2025, an increase of $0.06 million, or 7.9%. The increase was primarily due to higher costs of products revenue driven primarily by higher replacement warranty costs of certain discontinued DC Chargers, and the write-down of certain costs related to the Troy project.

Products margin decreased by 6.4% to 16.0% for the three months ended September 30, 2026, compared to 22.4% in the same prior year period driven by the write-down of certain costs related to the Troy project in the current quarter.

Services margin decreased by 112.3% to negative 20.5% for the three months ended September 30, 2026, compared to 91.8% in the same prior year period due to write-down of certain costs related to the Troy project as the customer has elected to delay the installation of the AC Charges.

Products and services margin decreased by 37.4% to 4.8% for the three months ended September 30, 2026, compared to 42.3% in the same prior year period. Margin was negatively impacted by higher mix of hardware charging stations, a higher replacement warranty costs of certain DC Chargers, the write-down of certain costs related to the Troy project, and a lower mix of engineering services in the third quarter of 2026 compared with the third quarter of 2025.

Selling, general and administrative expenses consist of selling, marketing, advertising, payroll, administrative, legal, finance, and professional expenses. Selling, general and administrative expenses were $4.1 million for the three months ended September 30, 2026, compared to $4.8 million for the three months ended September 30, 2025, a decrease of $0.6 million, or 12.9%.

The decrease during the three months ended September 30, 2026 was primarily attributable to decrease in travel and marketing/promotions related expenses of $0.1 million, decrease in information technology related expenses of $0.1 million, decrease in general legal fees expenses of $0.3 million, and decrease in other public company related costs of $0.1 million.

Research and development expenses were $0.5 million for the three months ended September 30, 2026, compared to $1.2 million for the three months ended September 30, 2025, a decrease of $0.7 million, or 61.2%. The decrease during the three months ended September 30, 2026 was primarily attributable to decreases in compensation expenses and subcontractor expenses used to advance our platform functionality and integration with more vehicles and stationary batteries.

Other income, net was $0.35 million in other expense for the three months ended September 30, 2026, compared to $0.32 million of other income for the three months ended September 30, 2025, a decrease of $0.67 million. The decrease during the three months ended September 30, 2026 was primarily attributable to the change in fair values of the convertible notes and warrants liability, and increase in sublease income related to the subleasing of part of our main office space, and an increase in interest expense on debt obligations.

Net loss was $4.7 million for the three months ended September 30, 2026, compared to $4.8 million for the three months ended September 30, 2025, a decrease of $0.1 million, or 2.1%. The decrease in net loss was primarily due to a decrease in total operating expenses of $1.3 million, partially offset by a decrease of $0.5 million in revenue and a decrease in other income of $0.7 million.

Net Income (Loss) Attributable to Non-Controlling Interest

Net loss attributable to non-controlling interest for the three months ended September 30, 2026 was $0.43 million, compared to $0.29 million net loss attributable to non-controlling interest for the three months ended September 30, 2025.

Net loss is allocated to non-controlling interests in proportion to the relative ownership interests of the holders of non-controlling interests in the entities.

Megawatts Under Management

Megawatts under management refers to the potential available charging capacity Nuvve is currently managing around the world.

Megawatts under management in the third quarter increased 5.7% over the fourth quarter of 2025, to 29.9 megawatts from 28.3 megawatts, and an increase of 3.5 or 13.3% compared to the third quarter of 2025. Stationary batteries we managed in California were decommissioned as they reached the end of their useful life. Our customer intends to replace these batteries in the future, and we are working with this customer to propose our battery aggregation services once their new batteries are installed. In Japan we elected to not continue the management of stationary batteries connected to our platform in partnership with Toyota Tsusho that we had managed for several years, given that expected future revenue generation was limited under our existing agreement. Instead we have focused our efforts in driving new business development efforts in Japan, with a focus on battery aggregation services for commercial and governmental customers throughout the country.

Conference Call Details

The Company will hold a conference call to review its financial results for the third quarter of 2026, along with other Company developments, at 5:00 PM Eastern Time (2:00 PM PT) today, November 13, 2026.

To participate in the call, please register for and listen via a live webcast, available in the 'Events' section of Nuvve's investor relations website at https://investors.nuvve.com/. In addition, a replay of the call will be made available for future access.

About Nuvve Holding Corp.

Nuvve Holding Corp. (OTCQB: NVVE) is a global leader in the electrification of the planet, beginning with transportation, through its intelligent energy platform. Combining the advanced vehicle-to-grid (V2G) technology and an ecosystem of electrification partners, Nuvve dynamically manages power among electric vehicle (EV) batteries and the grid to deliver new value to EV owners, accelerate the adoption of EVs, and support the world's transition to clean energy. By transforming EVs into mobile energy storage assets and networking battery capacity to support shifting energy needs, Nuvve is making the grid more resilient, enhancing sustainable transportation, and supporting energy equity in an electrified world. Since its founding in 2010, Nuvve has successfully deployed V2G on five continents and offers turnkey electrification solutions for fleets of all types. Nuvve is headquartered in San Diego, California, and can be found online at nuvve.com.

Nuvve and associated logos are among the trademarks of Nuvve and/or its affiliates in the United States, certain other countries and/or the European Union. Any other trademarks or trade names mentioned are the property of their respective owners.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "aims," "anticipates," "plans," "looking forward to," "estimates," "projects," "assumes," "guides," "targets," "forecasts," "continue," "seeks" or the negatives of such terms or other variations on such terms or comparable terminology, although not all forward-looking statements contain such identifying words. Forward-looking statements include, but are not limited to, statements concerning Nuvve's expectations, plans, intentions, strategies, prospects, business plans, product and service offerings, new deployments, potential project successes, expected timing of recently announced projects, anticipated growth of various business areas and other statements that are not historical facts. Nuvve cautions you that these forward-looking statements are subject to numerous risks and uncertainties, most of which are difficult to predict and many of which are beyond the control of Nuvve. Such statements are based upon the current beliefs and expectations of management and are subject to significant risks and uncertainties that could cause actual outcomes and results to differ materially. Some of these risks and uncertainties can be found in Nuvve's most recent Annual Report on Form 10-K and subsequent periodic reports filed with the Securities and Exchange Commission (SEC). Copies of these filings are available online at www.sec.gov, https://investors.nuvve.com or on request from Nuvve. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in the Nuvve's filings with the SEC. Such forward-looking statements speak only as of the date made, and Nuvve disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers of this press release are cautioned not to place undue reliance on these forward-looking statements, since there can be no assurance that these forward-looking statements will prove to be accurate. This cautionary statement is applicable to all forward-looking statements contained in this press release.

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FINANCIAL TABLES FOLLOW

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2026	December 31, 2025
Assets		
Current assets		
Cash	$ 37,202	$ 5,467,250
Restricted cash	320,000	320,000
Accounts receivable, net	828,578	1,094,651
Inventories	567,548	800,819
Prepaid expenses	864,106	883,301
Deferred costs - current	582,672	709,286
Due from related party	—	574,503
Other current assets	977,298	1,184,704
Total current assets	4,177,404	11,034,514
Property and equipment, net	843,340	618,444
Intangible assets, net	953,675	1,065,705
Goodwill	—	96,000
Investment in leases	95,351	98,321
Right-of-use operating lease assets	3,379,281	3,779,757
Deferred costs - noncurrent	594,558	594,558
Security deposit, long-term	66,099	105,782
Total assets	$ 10,109,708	$ 17,393,081
Liabilities and Equity		
Current liabilities		
Accounts payable	$ 7,232,438	$ 3,406,969
Due to customers	145,000	—
Accrued expenses	4,235,474	1,842,722
Deferred revenue - current	1,704,836	1,022,453
Debt - term loan	1,188,941	—
Due to related party - promissory notes - current	625,321	1,113,564
Convertible notes - current	280,000	616,179
Operating lease liabilities - current	888,441	860,130
Dividend payable	173,090	—
Other liabilities	—	2,340
Customer deposits	470,570	918,631
Total current liabilities	16,944,111	9,782,988
Operating lease liabilities - noncurrent	3,107,828	3,558,659
Due to related party - promissory notes - noncurrent	—	—
Convertible notes - noncurrent	—	—
Deferred revenue - noncurrent	1,110,650	874,779
Warrants/investment rights liability	—	474,023
Other long-term liabilities	134,188	172,089
Total liabilities	21,296,777	14,862,538
Commitments and Contingencies		
Mezzanine equity		
Series A Convertible preferred stock, $0.0001 par value, 35,000 shares authorized, 349 issued and zero outstanding at September 30, 2026, and 333 shares issued and outstanding at December 31, 2025; aggregate liquidation preference of zero and $6,000,000 at September 30, 2026 and December 31, 2025, respectively	—	4,958,840
Series C Convertible preferred stock, $0.0001 par value, 3,000 shares authorized; 2,239 shares issued and 2,232 outstanding at September 30, 2026, and zero shares issued and zero outstanding at December 31, 2025; aggregate liquidation preference of $2,376,098 and zero at September 30, 2026 and December 31, 2025, respectively	2,231,655	—
Stockholders' equity		
Preferred Class A units, zero par value, 4,900,000 units authorized; 4,900,000 units issued and outstanding at September 30, 2026, and 4,900,000 units issued and outstanding at December 31, 2025.	166,698	166,698
J-Kiss units,zero par value,100,000,000 units authorized; 10,202 units issued and outstanding at September 30, 2026, and 10,090 units issued and outstanding at December 31, 2025.	1,274,074	615,960
Class B units, zero par value, zero units authorized; 3,090 units issued and outstanding at September 30, 2026, and 300,000 units issued and outstanding at December 31, 2025.	300,000	300,000
Series A Convertible preferred stock, $0.0001 par value, 35,000 shares authorized; 134 shares issued and zero outstanding at September 30, 2026, and zero shares issued and zero outstanding at December 31, 2025; aggregate liquidation preference of zero and zero at September 30, 2026 and December 31, 2025, respectively	—	—
Preferred stock, $0.0001 par value, 1,000,000 shares authorized; zero shares issued and outstanding at September 30, 2026 and December 31, 2025, respectively	—	—
Common stock, $0.0001 par value, 400,000,000 shares authorized; 1,914,248 shares issued and 1,914,246 outstanding at September 30, 2026 and 114,993 shares issued and 114,991 outstanding at December 31, 2025, respectively	12,645	11,758
Treasury stock, at cost, 2 shares outstanding at September 30, 2026 and December 31, 2025, respectively	—	—
Additional paid-in capital	200,696,904	193,616,119
Accumulated other comprehensive income	(32,160)	38,041
Accumulated deficit	(213,887,945)	(196,421,627)
Nuvve Holding Corp. stockholders' deficit	(11,469,784)	(1,673,051)
Non-controlling interests	(1,948,940)	(755,246)
Total stockholders' deficit	(13,418,724)	(2,428,297)
Total mezzanine equity	2,231,655	4,958,840
Total Liabilities, stockholders' deficit and mezzanine equity	$ 10,109,708	$ 17,393,081

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue				
Products	$ 604,190	$ 947,561	$ 1,960,620	$ 1,655,017
Services	265,156	380,876	1,099,854	839,264
Grants	219,646	270,190	648,364	349,800
Total revenue	1,088,992	1,598,627	3,708,838	2,844,081
Operating expenses				
Cost of products	507,718	735,730	1,857,718	1,277,069
Cost of services	319,495	31,246	906,385	182,216
Selling, general, and administrative	4,148,588	4,763,634	15,582,465	23,723,683
Research and development	457,472	1,179,288	2,998,868	3,156,223
Total operating expenses	5,433,273	6,709,898	21,345,436	28,339,191
Operating loss	(4,344,281)	(5,111,271)	(17,636,598)	(25,495,110)
Other income (expense)				
Interest expense, net	(272,967)	(477,482)	(538,108)	(1,720,316)
Change in fair value of convertible notes	—	(112,367)	—	(60,663)
Change in fair value of warrants/investment rights liability	56,169	232,717	413,850	673,899
Other, net	(132,022)	674,188	161,894	1,360,912
Total other income (expense), net	(348,820)	317,056	37,636	253,832
Loss before taxes	(4,693,101)	(4,794,215)	(17,598,962)	(25,241,278)
Income tax expense	—	—	—	—
Net loss	$ (4,693,101)	$ (4,794,215)	$ (17,598,962)	$ (25,241,278)
Less: Net loss attributable to non-controlling interests	(433,429)	(286,955)	(1,193,694)	(482,215)
Net loss attributable to Nuvve Holding Corp.	$ (4,259,672)	$ (4,507,260)	$ (16,405,268)	$ (24,759,063)
Less: Preferred dividends	51,344	—	227,715	—
Less: Accretion of issuance discount on preferred stock	172,495	—	833,334	—
Net loss attributable to Nuvve Holding Corp. common stockholders	$ (4,483,511)	$ (4,507,260)	$ (17,466,317)	$ (24,759,063)
Net loss per share attributable to Nuvve Holding Corp. common stockholders, basic and diluted	$ (4.02)	$ (174.87)	$ (28.76)	$ (1,990.80)
Weighted-average shares used in computing net loss per share attributable to Nuvve Holding Corp. common stockholders, basic and diluted	1,116,027	25,774	607,390	12,437

NUVVE HOLDING CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss	$ (4,693,101)	$ (4,794,215)	$ (17,598,962)	$ (25,241,278)
Other comprehensive (loss) income, net of taxes				
Foreign currency translation adjustments, net of taxes	$ (13,571)	$ (13,393)	$ (70,202)	$ (6,006)
Total comprehensive loss	$ (4,706,672)	$ (4,807,608)	$ (17,669,164)	$ (25,247,284)
Less: Comprehensive loss attributable to non-controlling interests	$ (433,429)	$ (286,955)	$ (1,193,694)	$ (482,215)
Comprehensive loss attributable to Nuvve Holding Corp.	$ (4,273,243)	$ (4,520,653)	$ (16,475,470)	$ (24,765,069)
Less: Preferred dividends	$ 51,344	$ —	$ 227,715	$ —
Less: Accretion of issuance discount on preferred stock	172,495	—	833,334	—
Comprehensive loss attributable to Nuvve Holding Corp. common stockholders	$ (4,497,082)	$ (4,520,653)	$ (17,536,519)	$ (24,765,069)

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30,	
	2026	**2025**
Operating activities		
Net loss	$ (17,598,962)	$ (25,241,278)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation and amortization	361,640	245,796
Stock-based compensation	(940)	814,305
Loss on disposal of asset	20,957	—
Goodwill impairment	96,000	—
Amortization of discount on debt and promissory notes	149,413	166,611
Change in fair value of warrants/investment rights liability	(413,850)	(673,899)
Change in fair value of convertible notes	—	60,663
Fair value of warrants issued for cryptocurrency strategy consulting services	—	8,194,000
Provision for credit losses	—	990,105
Noncash lease expense	401,123	592,386
Change in operating assets and liabilities		
Accounts receivable	266,073	48,838
Inventory	233,271	336,785
Prepaid expenses and other assets	392,898	(1,542,242)
Accounts payable	3,825,469	1,062,150
Advance deposit from customer	(448,061)	—
Due to customer	145,000	—
Accrued expenses and other liabilities	1,044,732	2,146,135
Deferred revenue	921,224	451,661
Net cash used in operating activities	(10,604,013)	(12,347,984)
Investing activities		
Acquisition	—	(340,200)
Purchase of property and equipment	(295,479)	(57,099)
Net cash used in investing activities	(295,479)	(397,299)
Financing activities		
Proceeds from exercise of warrants	1,027,363	2,083,900
Proceeds from debt and promissory notes obligations	1,780,000	8,972,199
Repayment of debt and promissory notes obligations	(916,870)	(3,401,943)
Proceeds from common stock offering, including pre-funded warrants, net of issuance costs	—	5,509,874
Payment of finance lease obligations	(647)	(6,835)
Proceeds from issuance of Class B units	—	150,000
Proceeds from convertible series A preferred, net of offering costs	2,031,744	—
Proceeds from convertible series B preferred, net of offering costs	385,439	—
Proceeds from issuance of J-Kiss units	1,232,617	—
Net cash provided in financing activities	5,539,646	13,307,195
Effect of exchange rate on cash	(70,202)	6,006
Net increase (decrease) in cash and restricted cash	(5,430,048)	567,918
Cash and restricted cash at beginning of year	5,787,250	691,497
Cash and restricted cash at end of period	$ 357,202	$ 1,259,415
Supplemental Disclosure of cash information:		
Cash paid for interest	$ 264,993	$ 1,096,650
Supplemental Disclosure of Noncash Investing and Financing Activities:		
Conversion of preferred stock, net of issuance costs and accretion	$ 3,944,266	$ —
Conversion of Notes and accrued interest to common shares	$ 616,487	$ 10,132,855
Non-cash exercise of warrants	$ 148,934	$ —
Payment of Promissory with receivable	$ —	$ 283,578
Transfer of inventory to property and equipment	$ 183,219	$ —
Issuance of preferred class A units for acquisition	$ —	$ 166,698