
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): **April 15, 2025**

CLIMB GLOBAL SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-26408
(Commission
File Number)

13-3136104
(IRS Employer
Identification No.)

4 Industrial Way West, Suite 300,
Eatontown, New Jersey
(Address of principal executive offices)

07724
(Zip Code)

732-389-0932
(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 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 Symbol	Name of each exchange on which registered
Common stock, \$.01 par value	CLMB	The Nasdaq Global 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 15, 2025, upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors (the “**Board**”) of Climb Global Solutions, Inc. (the “**Company**”) increased the size of the Board to seven members and elected Paul Giovacchini to the Board to fill the vacancy created by such increase, effective April 21, 2025.

As compensation for his service on the Board, Mr. Giovacchini will receive the Company’s standard compensation for non-employee directors. There are no arrangements or understandings between Mr. Giovacchini and any other persons pursuant to which he was elected as a director. There are no familial relationships between Mr. Giovacchini and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. Mr. Giovacchini has no direct or indirect material interest in any transaction with the Company required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with his appointment to the Board, Mr. Giovacchini will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017, filed with the Securities and Exchange Commission on May 5, 2017. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Mr. Giovacchini for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On April 21, 2025, the Company issued a press release announcing the appointment of Mr. Giovacchini to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this Item 7.01 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in 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) Exhibits.

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| 99.1 | Press Release dated April 21, 2025. |
| 104 | Cover Page Interactive Data File (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.

CLIMB GLOBAL SOLUTIONS, INC.

Date: April 21, 2025

By:	<u>/s/ Matthew Sullivan</u>
Name:	Matthew Sullivan
Title:	Chief Financial Officer



Climb Global Solutions Appoints Paul Giovacchini to its Board of Directors

EATONTOWN, N.J., April 21, 2025 – Climb Global Solutions, Inc. (NASDAQ:CLMB) (“Climb” or the “Company”), a value-added global IT channel company providing unique sales and distribution solutions for innovative technology vendors, today announced that the Company’s Board of Directors (the “Board”) has elected Paul Giovacchini to the Board. With the election of Mr. Giovacchini, Climb’s Board increased to seven total members, six of whom are independent under the Nasdaq listing standards.

Mr. Giovacchini brings over 30 years of experience in private equity, corporate governance, and board leadership across public and private companies. He currently serves as the Lead Independent Director of TPI Composites, Inc. (NASDAQ:TPIC), where he previously served as Chairman and helped lead the company’s transformation into a global public enterprise. Mr. Giovacchini also serves as an independent consulting advisor to Advantage Capital Management, supporting private equity and debt investment strategies. Mr. Giovacchini holds a B.A. in Economics from Stanford University and an M.B.A. from Harvard Business School.

“Paul brings a wealth of executive leadership, investment expertise, and operational insight to our Board,” said John McCarthy, Chairman of the Board. “His extensive experience across public and private enterprises, coupled with his strong financial background, will be invaluable as we continue to strengthen our operational foundation and advance our organic and inorganic growth initiatives.”

Mr. Giovacchini stated, “Climb has built an impressive platform in the global IT channel, distinguished by its strong partnerships and consistent execution. As the Company enters its next chapter of growth, I’m honored to join the Board and contribute to its continued success. I look forward to leveraging my experience in governance, finance, and global expansion to support Climb’s long-term vision both domestically and abroad.”

About Climb Global Solutions

Climb Global Solutions, Inc. (NASDAQ:CLMB) is a value-added global IT distribution and solutions company specializing in emerging and innovative technologies. Climb operates across the US, Canada and Europe through multiple business units, including Climb Channel Solutions, Grey Matter and Climb Global Services. The Company provides IT distribution and solutions for companies in the Security, Data Management, Connectivity, Storage & HCI, Virtualization & Cloud, and Software & ALM industries.

Additional information can be found by visiting www.climbglobalsolutions.com.

Forward-Looking Statements

The statements in this release, other than statements of historical fact, are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to come within the safe harbor protection provided by those sections. These forward-looking statements are subject to certain risks and uncertainties. Many of the forward-looking statements may be identified by words such as “look forward,” “believes,” “expects,” “intends,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “proposed,” “in process,” “under construction,” “in development,” “opportunity,” “target,” “outlook,” “maintain,” “continue,” “goal,” “aim,” “commit,” or similar expressions, or when we discuss our priorities, strategy, goals, vision, mission, opportunities, projections, intentions or expectations. In this press release, the forward-looking statements relate to, among other things, declaring and reaffirming our strategic goals, future operating results, and the effects and potential benefits of the strategic acquisition on our business. Factors, among others, that could cause actual results and events to differ materially from those described in any forward-looking statements include, without limitation, statements concerning our plans and expectations in connection with the addition to the Board and other plans and expectations. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described in the section entitled “Risk Factors” contained in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and from time to time in the Company’s filings with the Securities and Exchange Commission.

Company Contact

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