

**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): **March 20, 2026**

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))
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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, par value \$0.01 per share	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 5.03 Amendments to Articles of Incorporation or Bylaws.

On March 20, 2026, Climb Global Solutions, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware to effect the previously announced four-for-one forward stock split of the Company’s issued common stock and proportionate increase in the number of shares of the Company’s authorized common stock from 10,000,000 to 40,000,000. The Amendment, which became effective at 4:01 p.m., Eastern Time, on March 20, 2026, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Trading is expected to begin on a split-adjusted basis on March 23, 2026.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Amendment of Restated Certificate of Incorporation.</u>
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.

CLIMB GLOBAL SOLUTIONS, INC.

Date: March 20, 2026

By: /s/ Matthew Sullivan

Name: Matthew Sullivan

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
CLIMB GLOBAL SOLUTIONS, INC.**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

Climb Global Solutions, Inc. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The name of the Corporation is: Climb Global Solutions, Inc.

SECOND: This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Restated Certificate of Incorporation filed with the Secretary of State of Delaware on July 21, 1995, as amended by a certificate of amendment filed with the Secretary of State of Delaware on August 21, 2006 and as amended by a certificate of amendment filed with the Secretary of State of Delaware on October 25, 2022 (the "Certificate of Incorporation").

THIRD: Article IV, Section 1 of the Certificate of Incorporation, is hereby amended to read in its entirety as follows:

"Section 1. The aggregate number of shares of all classes of capital stock which the Corporation is authorized to issue is 40,010,000 shares, of which: (i) 10,000 shares shall be preferred stock, par value \$.01 per share (hereinafter referred to as the "Preferred Stock"); and (ii) 40,000,000 shares shall be common stock, par value \$.01 per share (hereinafter referred to as the "Common Stock")."

At the Effective Time, each share of Common Stock issued as of immediately prior to the Effective Time shall be automatically subdivided and reclassified into four (4) validly issued, fully paid and non-assessable shares of Common Stock, par value \$.01 per share, without any further action by the Corporation or the holder thereof."

FOURTH: Article IV, Section 2(B)(1) of the Certificate of Incorporation, is hereby amended to read in its entirety as follows:

"1. Designation and Amount. The authorized number of shares of Common Stock shall be 40,000,000."

FIFTH: This Certificate of Amendment shall become effective at 4:01 p.m. Eastern Time on March 20, 2026 (the "Effective Time").

SIXTH: The foregoing amendments to the Certificate of Incorporation were duly adopted in accordance with the provisions of Section 242 of the DGCL. The foregoing amendments to the Certificate of Incorporation were approved and adopted by the Board of Directors of the Corporation in accordance with Section 242(d)(1) of the DGCL and were limited to changes expressly authorized by Section 242(d)(1) of the DGCL without action by the stockholders.

SEVENTH: All other provisions of the Certificate of Incorporation of the Corporation shall remain in full force and effect.

- signature on next page-

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Incorporation has been executed by a duly authorized officer of the Corporation as of the 20th day of March, 2026.

CLIMB GLOBAL SOLUTIONS, INC.,
a Delaware corporation

By: /s/ Dale Foster
Name: Dale Foster
Title: Chief Executive Officer