
**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): **November 1, 2022**

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 November 1, 2022, upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors (the “Board”) of Climb Global Solutions, Inc. (the “Company”) appointed Kimberly S. Boren as a member of the Board, effective November 7, 2022. The Board expects to appoint Mrs. Boren to the Audit Committee and Compensation Committee of the Board.

As compensation for her service on the Board, Mrs. Boren will receive the Company’s standard compensation for non-employee directors. There are no arrangements or understandings between Mrs. Boren and any other persons pursuant to which she was elected as a director. Mrs. Boren 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 her appointment to the Board, Mrs. Boren 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 Mrs. Boren for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by her in any action or proceeding arising out of her service as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On November 7, 2022, the Company issued a press release announcing the appointment of Mrs. Boren as a director of the Company. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed to be “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, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release issued by Climb Global Solutions, Inc. dated November 7, 2022.](#)

104 Cover Page Interactive Data File (formatted as inline XBRL).

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: November 7, 2022

By: /s/ Andrew Clark
Name: Andrew Clark
Title: Chief Financial Officer



Climb Global Solutions Appoints Kimberly Boren to Board of Directors

EATONTOWN, N.J., November 7, 2022 –The Board of Directors (the "Board") of Climb Global Solutions, Inc. (NASDAQ:CLMB) ("Climb" or the "Company"), a value-added global IT channel company providing innovative sales and distribution solutions for emerging technology vendors, has appointed Mrs. Kimberly S. Boren to the Board effective November 7, 2022. With the appointment of Boren, Climb's Board of Directors will return to seven members, six of whom are independent under the Nasdaq listing standards. Boren will serve on the Audit Committee and Compensation Committee of the Board of Directors.

Boren brings over 25 years of experience leading and executing finance and accounting functions for both public and private companies. She also has an extensive track record of spearheading M&A transactions. Boren currently serves as the Chief Financial Officer of Learfield's Paciolan and Sidearm Divisions, where she has led multiple successful acquisitions, integrations, and an international divestiture. Prior to Learfield, she held multiple leadership roles at Experian and Honeywell, and also served as the Chief Financial Officer for AutoWeb (NASDAQ:AUTO).

"Along with an impressive history of public company experience and financial expertise, Kim brings a clear specialty in M&A to Climb," said Andy Bryant, the Board's Chair of the Nominating and Corporate Governance Committee. "Her invaluable experience on our board will be instrumental in maintaining Climb's consistent financial reporting and governance as the Company executes on both its organic and inorganic growth initiatives."

Boren is a graduate of the Marshall School of Business at the University of Southern California, where she earned a Master of Business Administration degree in Finance.

"Climb has built an impressive and resilient organization over the past 40 years, and I am thrilled to be joining the team as the newest board member," said Mrs. Boren. "I look forward to leveraging my previous experience and expertise to help guide Climb through its next phase of growth, 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 disruptive technologies. Climb operates across the US, Canada and Europe through multiple business units, including Climb Channel Solutions, Grey Matter and CloudKnowHow. The Company provides IT distribution and solutions for emerging 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.

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