

**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): **May 22, 2025**



Australian Oilseeds Holdings Limited

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction
of incorporation)

001-41986

(Commission
File Number)

N/A

(IRS Employer
Identification No.)

126 – 142 Cowcumbra Street, Cootamundra

Site 2: 52 Fuller Drive Cootamundra

PO Box 263 Cootamundra, Australia 2590

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **+02 6942 4347**

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:

- 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Ordinary Shares, \$0.0001 par value per share	COOT	The Nasdaq Stock Market LLC
Warrants, each exercisable for one-half of one Class A Ordinary Share, each whole Warrant exercisable for \$11.50 per share	COOT	The Nasdaq Stock Market LLC

Item 2.02 Results of Operations and Financial Condition.

The information set forth under this “Item 2.02. Results of Operations and Financial Condition,” including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Attached as Exhibit 99.1 is a copy of a press release of Australian Oilseeds Holdings Limited (the “Company”), dated May 30, 2025, announcing certain financial results for the third quarter ended March 31, 2025.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**(a) Minimum Bid Price Deficiency Letter**

On May 27, 2025, the Company received a written notice (the “Bid Price Notice”) from the Listing Qualifications department (the “Nasdaq Staff”) of The Nasdaq Stock Market (“Nasdaq”) indicating that the Company is not in compliance with the \$1.00 Minimum Bid Price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on the Nasdaq Capital Market.

The Nasdaq Listing Rules require listed securities to maintain a minimum bid price of \$1.00 per share and, based upon the closing bid price for the last 30 consecutive business days, the Company no longer meets this requirement. The Bid Price Notice indicated that the Company will be provided 180 calendar days to November 24, 2025 in which to regain compliance. If at any time during this period the bid price of the Company’s common stock closes at or above \$1.00 per share for a minimum of ten consecutive business days, the Nasdaq Staff will provide the Company with a written confirmation of compliance and the matter will be closed.

In the event the Company does not regain compliance with Rule 5550(a)(2) prior to the expiration of the 180 calendar day period, the Nasdaq Staff will provide the Company with written notification that its securities are subject to delisting from the Nasdaq Capital Market. At that time, the Company may appeal the delisting determination to a Hearings Panel. Alternatively, if the Company fails to regain compliance with Rule 5550(a)(2) prior to the expiration of the 180 calendar day period, but meets the continued listing requirement for market value of publicly held shares and all of the other applicable standards for initial listing on The Nasdaq Capital Market, with the exception of the minimum bid price, and provides written notice of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary, then the Company may be granted an additional 180 calendar days to regain compliance with Rule 5550(a)(2).

The Company intends to actively monitor its performance with respect to the listing standards and will consider available options to resolve the deficiency and regain compliance with the Nasdaq rules.

(b) Delinquent Filing Letter

On May 27, 2025, the Company received also received written notice (the “Nasdaq Letter”) from Nasdaq indicating that the Company is delinquent in filing its Quarterly Report on Form 10-Q for the period ended March 31, 2025 (the “Form 10-Q”), which may serve as an additional basis for the delisting of the Company’s securities from Nasdaq. The Company previously filed a Form 12b-25 with the U.S. Securities and Exchange Commission on May 14, 2025, disclosing that it was unable to file the Form 10-Q within the prescribed time period without unreasonable effort or expense. The Nasdaq Letter provided that under Nasdaq rules, the Company has 60 calendar days to submit a plan to regain compliance with respect to the Delinquent Filing.

The Company has filed its Quarterly Report on Form 10-Q for the period ended March 31, 2025 on May 30, 2025, thereby regaining compliance with its filing obligation, which eliminates the need for the Company to submit a formal plan to regain compliance.

Item 3.02 Unregistered Sales of Equity Securities.

To the extent applicable, the contents of Item 8.01 below are incorporated into this Item 3.02 by this reference.

Item 8.01 Other Events.

Effective as of May 22, 2025, JSKS Enterprises Pty Ltd., (“JSKS”), an entity controlled by Gary Seaton, Chief Executive Officer and a member of the Company’s Board of Directors, converted an aggregate of approximately A\$5 million of its outstanding loan principal and accrued but unpaid interest of convertible notes owed by the Company into 4,452,479 shares of Company’s ordinary shares, \$0.0001 par value per share (“Ordinary Shares”) at the rate of USD \$0.7241 per Ordinary Share. Pursuant to the conversion, the principal amount of all loans made to the Company by JSKS, along with accrued interest are deemed repaid by the Company and all of its obligations with respect to the principal amount and accrued interest is satisfied in full and cancelled.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Exhibit Description

99.1	Press Release (Earnings) issued by Australian Oilseeds Holdings Limited on May 30, 2025.
99.2	Press Release (Loan Conversion) issued by Australian Oilseeds Holdings Limited on May 30, 2025.
104	Cover Page Interactive Data File (embedded within the 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.

Australian Oilseeds Holdings Limited

Date: May 30, 2025

By: /s/ Gary Seaton

Name: Gary Seaton

Title: Chief Executive Officer



Australian Oilseeds Announces Third Quarter Fiscal 2025 Financial Results

Cootamundra New South Wales, May 30, 2025 (GLOBE NEWSWIRE) — Australian Oilseeds Holdings Limited (the “Company”) (NASDAQ: COOT), a manufacturer and seller of sustainable edible oils to customers globally, today announced financial results for its third quarter fiscal 2025 ended March 31, 2025.

Third Quarter Fiscal 2025 Financial Highlights Compared to Prior Year

- Sales revenue increased 49.8% to A\$9.4 million driven by broad-based growth across retail, wholesale and high protein meal categories.
- Retail oil revenue increased 69.4% to A\$4.7 million reflecting expanded distribution at several leading retailers in Australia along with the addition of new SKUs.
- Net loss of A\$0.6 million compared to net income of A\$41 thousand, reflecting changes to sales mix, planned investments in brand and marketing, as well as higher professional fees, insurance and employee costs.

“We were pleased to deliver strong year-over-year growth in the third quarter, led by our retail category where our expanded distribution network and broader product lineup drove results,” said Gary Seaton, Chief Executive Officer. “We also saw robust demand across customers and channels, validating our commitment to premium quality. We remain steadfast in our commitment to eliminating chemicals from the edible oil production and manufacturing systems and continue to believe we are well positioned for significant growth and improving returns over the long term.”

About Australian Oilseeds Holdings Limited. Australian Oilseeds Holdings Limited, a Cayman Islands exempted company (the “Company”) (NASDAQ: COOT) through its subsidiaries, including Australian Oilseeds Investments Pty Ltd., an Australian proprietary company, is focused on the manufacture and sale of sustainable oilseeds (e.g., seeds grown primarily for the production of edible oils) and is committed to working with all suppliers in the food supply chain to eliminate chemicals from the production and manufacturing systems to supply quality products to customers globally. The Company engages in the business of processing, manufacture and sale of non-GMO oilseeds and organic and non-organic food-grade oils, for the rapidly growing oilseeds market, through sourcing materials from suppliers focused on reducing the use of chemicals in consumables in order to supply healthier food ingredients, vegetable oils, proteins and other products to customers globally. Over the past 20 years, the Company’s cold pressing oil plant has grown to become the largest in Australia, pressing strictly GMO-free conventional and organic oilseeds.

Forward-Looking Statements: This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding our financial outlook, business strategy and plans, market trends and market size, opportunities and positioning. These forward-looking statements are based on current expectations, estimates, forecasts and projections. Words such as “expect,” “anticipate,” “should,” “believe,” “hope,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “might,” “could,” “intend,” “shall” and variations of these terms and similar expressions are intended to identify these forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. For example, global economic conditions could in the future reduce demand for our products; we could in the future experience cybersecurity incidents; we may be unable to manage or sustain the level of growth that our business has experienced in prior periods; our financial resources may not be sufficient to maintain or improve our competitive position; we may be unable to attract new customers, or retain or sell additional products to existing customers; we may experience challenges successfully expanding our marketing and sales capabilities, including further specializing our sales force; customer growth could decelerate in the future; we may not achieve expected synergies and efficiencies of operations from recent acquisitions or business combinations, and we may not be able to pay off our convertible notes when due. Further information on potential factors that could affect our financial results is included in our most recent Annual Report on Form 10-K for June 30, 2024 and our other filings with the Securities and Exchange Commission. The forward-looking statements included in this press release represent our views only as of the date of this press release and we assume no obligation and do not intend to update these forward-looking statements.

Contact

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Investor Relations Contact

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Australian Oilseeds Holdings limited Announces Conversion of Existing A\$5 Million of Debt-to-Equity Conversion, Strengthening Balance Sheet Moving Forward

Cootamundra New South Wales, May 30, 2025 (GLOBE NEWSWIRE) — Australian Oilseeds Holdings Limited (the “Company”) (NASDAQ: COOT), a manufacturer and seller of sustainable edible oils to customers globally, today announced a A\$5 million debt-to-equity conversion (the “Conversion”).

In connection with the conversion, JSKS Enterprises Pty Ltd., (“JSKS”), an entity controlled by Gary Seaton, Chief Executive Officer and a member of the Company’s Board of Directors, converted approximately A\$5 million of its outstanding loan into 4,452,479 shares of Company’s ordinary shares, \$0.0001 par value per share (“Ordinary Shares”).

Gary Seaton, Chief Executive Officer, commented, “We continue to be very pleased with the momentum and trajectory of our business. The decision to convert a meaningful portion of debt to equity strengthens our balance sheet and enhances financial flexibility while also demonstrating the long-term commitment to the Company’s future by management and its shareholders, which will reduce our debt by A\$5 million and increases our shareholders’ equity by the same amount, and is in line with our strategy to optimize our capital structure.”

Pursuant to the Conversion, the principal amount of all loans made to the Company by JSKS, along with accrued interest through April 30, 2025, will be deemed repaid by the Company and all of its obligations with respect to the principal amount and accrued interest will be satisfied in full and cancelled. In exchange, the Company has issued to JSKS 4,452,479 Ordinary Shares.

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