

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): December 29, 2025

374WATER INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

000-27866

(Commission
File No.)

88-0271109

(I.R.S. Employer
Identification No.)

100 Southcenter Court, Suite 200
Morrisville, NC 27560

(Address of Principal Executive
Offices)(Zip Code)

(440) 601-9677

(Registrant's Telephone Number, Including Area Code)

N/A

(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(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	SCWO	The Nasdaq Capital Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 December 29, 2025, 374Water Inc. (the "**Company**") appointed Charles Weiser to the Company's Board of Directors (the "**Board**"), effective December 29, 2025. Mr. Weiser, age 67, was appointed to the Board to fill a vacancy on the Board. Mr. Weiser was also appointed to the audit committee of the Board, effective December 29, 2025.

Since 2021, Mr. Weiser has served as Chief Financial Officer of Alonti Catering Kitchens, overseeing finance, accounting, tax, budgetary planning, and strategic planning. Prior to joining Alonti Catering Kitchens, from May 2020 to July 2021, Mr. Weiser was Managing Director at Imperial-Texas where he provided accounting and consulting services to a wide range of businesses around the world. From September 2018 to May 2020, Mr. Weiser served as Chief Financial Officer of the Johnny Carrabba Family of Restaurants and before that, from July 2014 to September 2018, Mr. Weiser served as Executive Vice President – Chief Financial Officer at American Green Technology, a leading manufacturer and distributor of lighting products for commercial, heavy industries and healthcare sectors throughout the world. Mr. Weiser holds a Master of Business Administration Finance/Accounting and a Bachelor of Business Administration, General Business, from the University of Texas, Austin.

As a non-employee director, Mr. Weiser will receive compensation for his Board service consistent with the Company's standard compensation arrangements for non-employee directors. In accordance with the Company's customary practice, the Company expects to enter into an indemnification agreement with Mr. Weiser in substantially the same form provided to other similarly situated officers and directors of the Company.

Prior to his appointment to the board, Mr. Weiser has been coordinating with management on potential financing opportunities for the Company. Following his appointment, Mr. Weiser plans to continue with these efforts in his capacity as a director of the Board. Mr. Weiser himself may participate as an investor in one or more potential financing opportunities. There can be no guarantee that any such financing opportunities will be successfully negotiated or consummated by the Company, but the aggregate financing amount of any successful financing transaction, to the extent there are any, will exceed \$120,000.

Other than the Agreement (as defined below) and potential financing opportunities described above, there are no other arrangements or understandings between Mr. Weiser and any other persons pursuant to which he was appointed as a director and there have been no transactions, nor are there any other currently proposed transactions, in which the Company was or is to be a participant and in which Mr. Weiser, or any member of his immediate family, had, or will have, a direct or indirect material interest that would be required to be disclosed under Item 404(a) of Regulation S-K.

Mr. Weiser's appointment was made in accordance with that certain Letter Agreement dated December 14, 2025 (the "**Agreement**"), by and between the Company and Yaacov (Kobe) Nagar, which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2025. Consistent with the Agreement, Mr. Weiser's appointment to the Board occurred following confirmation that Mr. Weiser was a mutually acceptable candidate to both the Company and Mr. Nagar, among other qualifications.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 5, 2025

374WATER INC.

By: /s/ Stephen J. Jones
Name: Stephen J. Jones
Title: Interim President and Chief Executive Officer