

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): **February 4, 2026**

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 1.01 Entry into a Material Definitive Agreement.

On February 7, 2026, 374Water Inc. (the "**Company**") entered into Amendment No. 1 ("**Amendment No. 1**") to the Letter Agreement dated December 14, 2025 (the "**Original Agreement**") and, as amended by Amendment No. 1, the "**Agreement**") with Mr. Yaacov (Kobe) Nagar.

Pursuant to the Original Agreement, the Company agreed, among other things, to identify three candidates (the "**Candidates**") to be appointed to the Board of Directors of the Company (the "**Board**"), each of whom shall be mutually acceptable to the Company and Mr. Nagar, among other qualifications. Pursuant to Amendment No. 1, on the one-year anniversary of appointment to the Board of the third Candidate (the "**Third Candidate**"), the Company and Mr. Nagar have mutually agreed to identify another candidate to be appointed to the Board to replace the Third Candidate (the "**Replacement Candidate**").

The Agreement will remain effective until the appointment of the Replacement Candidate.

A copy of Amendment No. 1 is filed with this Current Report on Form 8-K as Exhibit 10.1 attached hereto and incorporated herein by reference. A copy of the full text of the Original Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission ("**SEC**") on December 15, 2025. The foregoing description of Amendment No.1 and the Agreement are qualified in their entirety by reference to the full text of Amendment No.1 and the Agreement.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 4, 2026, Mr. James Vanderhider, a member of the Board, notified the Board of his decision to resign from the Board effective immediately. Mr. Vanderhider's resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Following Mr. Vanderhider's departure, a vacancy was created on the Audit Committee of the Board (the "**Audit Committee**"), resulting in there being two members of the Audit Committee (the "**Vacancy**"). Nasdaq Listing Rule 5605(c)(2)(A) requires that the Company have an Audit Committee composed of three members that satisfy certain criteria for service on the committee. On February 9, 2026, the Company notified Nasdaq of its non-compliance with Nasdaq Rule 5605(c)(2)(A) as a result of the Vacancy and its intent to rely on the cure period provided to the Company by Nasdaq Rule 5605(c)(4)(B). The Company intends to appoint to the Audit Committee a third director who satisfies the criteria for service on the Audit Committee by the earliest of (i) Company's next annual meeting of stockholders and (ii) 180 days after the effectiveness of Mr. Vanderhider's resignation.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

The disclosure included in Item 3.01 above is incorporated by reference into this Item 5.02.

(d) Appointment of Director

On February 8, 2026, the Company appointed Stephen McKnight to the Board, effective February 9, 2026, to fill the vacancy created by Mr. Vanderhider's resignation.

Mr. McKnight, age 73, serves as principal of Pitt Southwest Investors, a private real estate and development company, which he co-founded in 1989. Mr. McKnight holds a Master of Business Administration from the University of Pittsburgh and a Bachelor of Arts in Economics from the University of Pennsylvania.

As of the date of this filing, the Board had not yet made a determination regarding Board committee assignments for Mr. McKnight. When available, such committee assignments will be reported by an amendment to this Current Report on Form 8-K.

As a non-employee director, Mr. McKnight 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. McKnight in substantially the same form provided to other similarly situated officers and directors of the Company.

Prior to his appointment to the Board, Mr. McKnight had been coordinating with management on potential financing opportunities for the Company. Following his appointment, Mr. McKnight plans to continue with these efforts in his capacity as a director of the Board. Mr. McKnight 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, is expected to exceed \$120,000.

Other than the Agreement and potential financing opportunities described above, there are no other arrangements or understandings between Mr. McKnight 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. McKnight, 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. Vanderhider's resignation and Mr. McKnight's appointment were made in accordance with the Agreement. Consistent with the Agreement, Mr. McKnight's appointment to the Board occurred following confirmation that Mr. McKnight was a mutually acceptable candidate to both the Company and Mr. Nagar, among other qualifications.

A copy of the press release announcing the appointment of Mr. McKnight is filed with this Current Report on Form 8-K as Exhibit 99.1 attached hereto and incorporated herein by reference.

Cautionary Language on Forward-Looking Statements

Certain statements in this Current Report on Form 8-K are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. Words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "potential," or other comparable terminology are intended to identify forward-looking statements. These statements include those related to potential financing opportunities and involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance, or the Company's achievements or those of its industry to be materially different from those expressed or implied by any forward-looking statements. The Company has based these forward-looking statements on its current expectations, assumptions, estimates, beliefs, and projections. While the Company believes these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which involve factors or circumstances that are beyond the Company's control. These forward-looking statements are subject to risks and uncertainties, including those discussed under "Risk Factors" in the Company's Form 10-Q for the quarter ended September 30, 2025, and in the Company's subsequent filings and reports with the SEC. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 1 to the Letter Agreement, dated February 7, 2026, by and between 374Water Inc. and Yaacov (Kobe) Nagar.
99.1	Press Release of 374Water Inc. dated February 9, 2026.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: February 9, 2026

374WATER INC.

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

AMENDMENT NO. 1 TO LETTER AGREEMENT

AMENDMENT NO. 1 (this "Amendment"), dated as of February 7, 2026, to the letter agreement (the "Agreement"), dated December 14, 2025, by and between 374Water Inc., a Delaware corporation, and Yaacov (Kobe) Nagar. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

WHEREAS, the parties to the Agreement wish to amend the Agreement as set forth in this Amendment.

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants hereinafter set forth, and intending to be legally bound, the parties hereto agree as follows:

1. Amendment to Section 1 of the Agreement. Section 1 of the Agreement is hereby amended by adding a new Section 1(g) as follows:

"On the one-year anniversary of the appointment of the third Candidate to the Board (the "Third Candidate"), the Company and stockholder shall mutually agree to determine which another individual shall instead serve as the Third Candidate (the "Replacement Candidate"). Stockholder and the Company may each submit names of individuals to serve as the Replacement Candidate and the parties shall (i) mutually agree on any such individual and (ii) have the opportunity to interview any such individual."

2. Amendment to Section 4(d) of the Agreement. Section 4(d) of the Agreement is hereby amended and restated in its entirety to read as follows:

"Termination Date" means the date of the appointment of the Replacement Candidate.

3. Entire Agreement. The Agreement, as modified by this Amendment, contains the entire agreement of the parties hereto concerning the subject matter hereto and thereto, and supersedes all prior and contemporaneous understandings and agreements, written or oral, concerning such subject matter. The Agreement, as modified by this Amendment, may only be further modified by a written instrument signed by both parties. No oral waiver shall be binding.

4. No Other Amendment. Except as expressly set forth herein, this Amendment shall not by implication or otherwise alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect. All references to "Agreement" in the Agreement shall be to the Agreement, as amended by this Amendment, and as it may be further amended or otherwise modified from time to time in accordance with its terms.

5. Miscellaneous. Without limiting or reducing in any manner the scope of the first sentence of Section 4, the parties further agree that the provisions of Section 8 (Remedies) and Section 11 (Governing Law) of the Agreement are incorporated herein by reference as if set forth in full herein and shall apply to the terms and provisions of this Amendment and the parties hereto mutatis mutandis.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first set forth above.

374WATER INC.

By: /s/ James Pawloski
Name: James Pawloski
Title: Director

Accepted and agreed to as of the date first written above:

/s/ Yaacov (Kobe) Nagar
YAACOV (KOBÉ) NAGAR

374WATER^o

374Water Appoints Stephen H. McKnight to Board of Directors

Accomplished Real Estate and Banking Executive to Advance Corporate Growth Strategy

MORRISVILLE, NC – February 9, 2026 – 374Water Inc. (NASDAQ: SCWO) ("374Water" or the "Company"), a leading cleantech and services company developing supercritical water oxidation technology for the destruction of organic waste streams, today announced the appointment of Stephen H. McKnight to the Company's Board of Directors, effective immediately.

Mr. McKnight currently is a principal of Pitt Southwest Investors, a private real estate and development company, which he co-founded in 1989. He brings extensive experience in commercial banking including underwriting and risk management, having spent 14 years with Mellon Bank in Pittsburgh, PA, holding senior roles within the commercial real estate department. During his independent real estate career, his firms have acquired and syndicated numerous apartment, office, condominium, and land investment properties totaling more than 2.5 million square feet. Mr. McKnight also has an extensive history analyzing and investing in private companies across industries. He has also served as a member of the St. Margaret Memorial Hospital Foundation Board of Directors, the Advisory Board of Wilmington Trust FSB, New York, and as director of Wilmington Trust Company's federal savings bank subsidiary.

Mr. McKnight holds a Master of Business Administration (MBA) from the University of Pittsburgh and a Bachelor of Arts (BA) in Economics from the University of Pennsylvania.

"We are pleased to welcome Mr. McKnight to the Board," said James Pawloski, Lead Independent Director of 374Water. "His deep expertise in banking, investment strategy, and disciplined capital allocation aligns perfectly with our focus on commercializing AirSCWO technology and scaling our Waste Destruction Services business. Steve brings strong financial insight and a deep understanding of value creation that will support our next phase of growth.

"I am honored to join the Board of 374Water at such an inflection point for the Company," said Mr. McKnight. "As a long-time investor, I have been an advocate for the Company and the potential for AirSCWO technology to transform the waste destruction landscape. I look forward to working with the Board and management team to deliver sustainable value to our shareholders."

About 374Water

374Water Inc. (NASDAQ: SCWO) is a global industrial technology and services company providing innovative solutions addressing wastewater treatment and waste management issues within the industrial, municipal, and federal markets. 374Water's AirSCWO technology is designed to efficiently destroy and mineralize a broad spectrum of non-hazardous and hazardous organic wastes, producing safe dischargeable water streams, safe mineral effluent, safe vent gas, and recoverable heat energy. 374Water's AirSCWO technology has the potential to assist its customers to meet discharge requirements, reduce or eliminate disposal costs, remove bottlenecks, and reduce litigation and other risks. 374Water continues to be a leader in innovative waste treatment solutions, dedicated to creating a greener future and eradicating harmful pollutants. Learn more by visiting www.374water.com and follow us on LinkedIn.

Cautionary Language on Forward-Looking Statements

Certain statements in this communication are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. Words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "potential," or other comparable terminology are intended to identify forward-looking statements. These statements include those related to the commercialization of 374Water's technology, scaling of 374Water's Waste Destruction Services offering, whether 374Water will transform the waste destruction landscape, the Company's ability to create long-term value for shareholders, and 374Water's future prospects and involve known and unknown risks, uncertainties, and other factors that may cause 374Water's actual results, levels of activity, performance, or 374Water's achievements or those of its industry to be materially different from those expressed or implied by any forward-looking statements. 374Water has based these forward-looking statements on its current expectations, assumptions, estimates, beliefs, and projections. While 374Water believes these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which involve factors or circumstances that are beyond the 374Water's control. These forward-looking statements are subject to risks and uncertainties, including those discussed under "Risk Factors" in 374Water's Form 10-Q for the quarter ended September 30, 2025, and in 374Water's subsequent filings and reports with the SEC. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by laws, 374Water disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Investor Relations and Media Contact

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