

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 23, 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**

Common Stock, par value \$0.0001

**Trading Symbol(s)**

SCWO

**Name of each exchange on which registered**

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.**

*Appointment of President and Chief Executive Officer*

On February 23, 2026, 374Water Inc. (the "**Company**") appointed Danny Bogar as the Company's President and Chief Executive Officer, effective as of February 23, 2026.

Mr. Bogar, age 66, has served in a business development role at the Company since 2021. Prior to joining the Company, from November 2019 through April 2021, Mr. Bogar served as the President and Chief Operating Officer of PowerVerde Inc., an energy company, until its merger with the Company. Prior to PowerVerde, Mr. Bogar served as President and Chief Executive Officer of American Green Technology, President and Chief Executive Officer of Stanford Group Company's broker-dealer, and President of the Americas at CellStar Corporation. Mr. Bogar also served as an adjunct professor at Texas State University from January 2019 until January 2025, teaching organizational management and leadership. Mr. Bogar holds a Master of Business Administration in Finance from the University of St. Thomas (TX) and a Bachelor of Business Administration in Marketing from Stephen F. Austin State University.

In connection with Mr. Bogar's appointment, the Company has agreed to pay Mr. Bogar a base salary of \$225,000 per year and a signing bonus of \$50,000 (the "**Compensation Arrangement**").

Other than the Compensation Arrangement, there was no arrangement or understanding between Mr. Bogar and any other person with respect to his appointment to the role of President and Chief Executive Officer. Mr. Bogar does not have any family relationships with any director or executive officer of the Company. There have been no transactions, nor are there any currently proposed transactions, in which the Company was or is to be a participant and in which Mr. Bogar, 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.

*Resignation of Interim President and Chief Executive Officer*

In connection with Mr. Bogar's appointment, Stephen Jones resigned as Interim President and Chief Executive Officer of the Company, effective February 23, 2026. Mr. Jones was appointed Interim President and Chief Executive Officer effective October 8, 2025, while the Company's Board of Directors conducted a search for a permanent President and Chief Executive Officer for the Company.

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

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of 374Water Inc. dated February 23, 2026.</a>
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 24, 2026

**374WATER INC.**

By: /s/ Danny Bogar

Name: Danny Bogar

Title: President and Chief Executive Officer

# 374WATER<sup>o</sup>

## 374Water Strengthens Board of Directors,

### Announces Appointment of New Chief Executive Officer

*Three Highly Seasoned Business Leaders Added to Board to Drive Next Phase of Growth, Corporate Development Executive to Lead Business*

**MORRISVILLE, NC – February 24, 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 comprehensive leadership changes within the executive team and Board of Directors. These moves were implemented to enhance operating pace, accelerate critical milestones, and to position the Company for scalable commercial deployment in 2026 and beyond.

Following extensive engagement with shareholders, the Company is aligning leadership, capital allocation, and organizational structure around execution, measurable objectives, and value creation. To oversee these changes, the Board of Directors has appointed long-time seasoned senior member of the existing leadership team, Daniel (Danny) Bogar as President and Chief Executive Officer.

In recent months, the Company has engaged in conversations with investors, including a group of long-term shareholders who filed a Schedule 13D, regarding strategic direction and execution priorities for the organization. These discussions have led to the appointment of new members of the Board of Directors, bringing a broad range of skills as entrepreneurs, operators, investors, and infrastructure developers:

- **Brad Freels** – Chairman and CEO of Midway, infrastructure developer and industrial growth strategist
- **Charles (Chuck) Weiser** – Veteran company executive, CPA, and governance leader
- **Stephen McKnight** – Real estate investor and operating executive

Freels, Weiser, and McKnight join existing directors **Jim Palowski** and **Marc Deshusses**, forming a Board aligned around scaling deployment of the Company's AirSCWO platform.

Mr. Bogar brings more than 20 years of executive leadership experience spanning finance, strategic business development, and international operations to the role. Prior to joining the Company, Mr. Bogar most recently served as the President and Chief Operating Officer of PowerVerde Inc., where he was a key part of the merger between PowerVerde and 374Water that was concluded in April 2021. Mr. Bogar helped develop the merger thesis for the business combination, raised capital, and negotiated the transaction. Following the merger, he has overseen Corporate Development and helped drive the Company's global commercialization strategy, working with business and government stakeholders to advance sustainable waste destruction services.

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Prior to PowerVerde, Mr. Bogar served as President and CEO of American Green Technology, President and CEO of Stanford Group Company's broker-dealer, and President of the Americas at CellStar Corporation. Mr. Bogar holds a Master of Business Administration in Finance from the University of St. Thomas (TX) and a Bachelor of Business Administration in Marketing from Stephen F. Austin State University. He also previously served as an Adjunct Professor at Texas State University, teaching organizational management and leadership.

Interim Chief Executive Officer Stephen Jones commented, "My role was to stabilize the Company and focus the management team on execution – and that work is complete. I believe the opportunity in front of 374Water is significant and requires decisive leadership and deep institutional knowledge which Mr. Bogar provides. I expect to work with Mr. Bogar to ensure a smooth transition."

"We are pleased to welcome Mr. Bogar as CEO of 374Water," said the Board of Directors in a joint statement. "Our focus is matching execution with well-structured capital that strengthens the Company as it grows. We believe the opportunity ahead requires not only operational progress, but also financial discipline. Mr. Bogar's operating background, global relationships, and commitment to AirSCWO position him to lead 374Water into its next phase of commercialization and growth. We would also like to thank Stephen Jones for his stewardship and leadership during his tenure as Interim President and CEO and wish him well."

374Water shareholder engagement and involvement extends beyond governance. The Board is actively engaged in supporting additional capital formation to fund deployments and commercial expansion over the coming months. The objective is to align financing capacity with project development and position 374Water as a commercial-scale waste destruction solution provider.

With aligned leadership and Board oversight, 374Water intends to enter a phase focused on deployments, partnerships, and operational execution. "The mission remains unchanged – we intend to destroy the world's toughest waste streams safely and permanently" said CEO Daniel Bogar. "I am excited to have this opportunity to continue to support the team in this new role."

#### **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](http://www.374water.com) and follow us on [LinkedIn](#).

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### **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, whether 374Water will be able to successfully raise capital, scaling of 374Water's offering, the Company's ability to create long-term value for shareholders, and 374Water's future prospects. Such statements 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**

Jim Siccardi  
Senior Vice President  
Direct: 984-374-1222  
[Jim.Siccardi@374water.com](mailto:Jim.Siccardi@374water.com)  
[www.374Water.com](http://www.374Water.com)

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