

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 22, 2023**

**Tingo Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-35850**

(Commission File Number)

**27-0016420**

(IRS Employer  
Identification No.)

**28 West Grand Avenue, Suite 3  
Montvale, New Jersey 07645**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(201) 225-0190**

**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:

- 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 | Name of exchange on which registered |
|--|----------------|--------------------------------------|
| <b>Common Stock, par value \$0.001 per share</b> | <b>TIO</b>     | <b>The NASDAQ Capital Market</b>     |

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

On December 22, 2023, Jamie Khurshid tendered his resignation as a member of the board of directors (the "Board") of Tingo Group, Inc. (the "Company"), effective immediately. Having only been appointed to the Company's Board on September 18, 2023, Mr. Khurshid resigned pending the defense of the complaint made by the SEC on December 18, 2023.

Also on December 22, 2023, C. Derek Campbell tendered his resignation as a member of the Board of the Company, effective immediately. Having only been appointed to the Company's Board on October 2, 2023, Mr Campbell, based upon his long-standing other professional commitments, was advised to step down from the Company's Board pending the defense of the complaint made by the SEC on December 18, 2023.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 104         | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

SIGNATURE

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

authorized.

Date: December 28, 2023

**TINGO GROUP, INC.**

By: /s/ Kenneth Denos

Name: Kenneth Denos

Title: Interim CEO