

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January 2024

Commission File Number: **001-41066**

Sono Group N.V.

(Registrant's name)

**Waldmeisterstrasse 76
80935 Munich
Germany**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Withdrawal of Sono Group N.V.'s application for its preliminary self-administration proceedings; confirmation of Sono Motor GmbH's plan under the German Insolvency Code

On January 31, 2024, Sono Group N.V. (the "Company") withdrew its application for preliminary self-administration proceedings with the insolvency court of the local court of Munich, Germany (the "Court"). The withdrawal became possible after the Court's confirmation of the plan (the "Plan") submitted by the Company's sole subsidiary, Sono Motors GmbH ("Sono GmbH" and together with the Company, the "companies"). Sono GmbH submitted the Plan to the Court under the German Insolvency Code in the context of Sono GmbH's self-administration proceedings. Following the Court's approval of the Plan on December 21, 2023, the Court confirmed on January 26, 2024 that the Plan became legally binding.

The Plan sets out how Sono GmbH intends to restructure its debt and procure the inflow of new money, including in connection with the planned investment from YA II PN, Ltd. ("Yorkville"), and subsequently exit its self-administration proceedings. Pursuant to the restructuring agreement, dated November 20, 2023 (the "Restructuring Agreement"), between the Company and Yorkville, the conditions precedent to the investment from Yorkville have been satisfied and the other investment-related agreements entered into among the Company, Sono GmbH and Yorkville in connection with the Restructuring Agreement and the investment from Yorkville (together with the Restructuring Agreement, the "Yorkville Agreements") are now effective. Under the terms of the Yorkville Agreements, funding of the first tranche of the investment from Yorkville will occur within five business days of the Company's withdrawal of its application for preliminary self-administration proceedings.

Extraordinary General Meeting

On January 31, 2024, the Company issued a table containing tabulations of the votes cast at the Company's extraordinary general meeting, held on January 31, 2024 (the "EGM"), attached hereto as Exhibit 99.1.

Changes in Management

On January 30, 2023, as contemplated in the Yorkville Agreements, all of the Company's supervisory board members – Sandra Vogt-Sasse, Martin Sabbione, Thomas Wiedermann and Johannes Trischler – resigned from their positions on the Company's supervisory board with effect as of the end of January 31, 2024. At the EGM, Mr. Christopher Schreiber and Mr. David Dodge were appointed as new members of the Company's supervisory board as of the close of the EGM, each for a period of one (1) year.

In addition and as further contemplated in the Yorkville Agreements, on January 30, 2024, the Company's managing directors – Laurin Hahn, Jona Christians, Torsten Kiedel and Markus Volmer – resigned from the Company's management board with effect as of the end of January 31, 2024. At the EGM, Mr. George O'Leary was appointed to the management board of the Company as of the close of the EGM for a period of one (1) year. Mr. O'Leary will serve as the Company's Chief Executive Officer and Chief Financial Officer and will start full time with the Company as Chief Executive Office and Chief Financial Officer on April 8, 2024.

About This Document

The information included in this Form 6-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

Forward-Looking Statements

This document includes forward-looking statements. The words "expect", "anticipate", "intend", "plan", "estimate", "aim", "forecast", "project", "target", "will" and similar expressions (or their negative) identify certain of these forward-looking statements. These forward-looking statements are statements regarding the intentions, beliefs, or current expectations of the companies. Forward-looking statements involve inherent known and unknown risks, uncertainties, and contingencies because they relate to events and depend on circumstances that may or may not occur in the future and may cause the actual results, performance, or achievements of the companies to be materially different from those expressed or implied by such forward looking statements. These risks, uncertainties and assumptions include, but are not limited to, risks, uncertainties and assumptions with respect to: the companies' expectations regarding the remaining stages of Sono GmbH's self-administration proceedings; the companies' ability to maintain relationships with lenders, suppliers, service providers, customers, employees and other third parties as a result of the self-administration proceedings and the related increased performance and credit risks associated with the companies' constrained liquidity position and capital structure; the companies' ability to access the external funding required to successfully restructure their business, including by successfully completing the Yorkville investment and complying with the agreements related thereto so as to gain access to the funding offered in such transaction; and the length of time that Sono GmbH would operate under its self-administration proceedings. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely, such as the actions of courts, regulators and other factors. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Except as required by law, the Company assumes no obligation to update any such forward-looking statements.

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Tabulations of the votes cast at the Company's extraordinary general meeting

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, thereunto duly authorized.

Sono Group N.V.

By /s/ Jona Christians

Name: Jona Christians

Title: Managing Director

By /s/ Torsten Kiedel

Name: Torsten Kiedel

Title: Managing Director

Date: January 31, 2024



Voting Results Overview

Agenda Item 3 Authorisation of the Management Board as the corporate body authorized to issue Ordinary Shares and/or High Voting Shares, to effect the Reverse Share Split referred to in agenda item 5 (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 4 Authorisation of the Management Board as the corporate body authorized to exclude or limit pre-emption rights. This authorization is limited to the number of shares that the Management Board may issue under the authorizations mentioned in agenda item 3 (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 5a. Effectuation of a reverse share split of the Ordinary Shares and the High Voting Shares at an exchange ratio to be determined and established by the Management Board (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 5b.	Reduction of the nominal value per Ordinary Share to €0.01 per Ordinary Share (post-reverse share split) without repayment or any other payment by the Company (voting item) - accepted	
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113,156,524	Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)	
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112,612,500	Yes votes	99.52% of the valid votes cast
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544,024	No votes	0.48% of the valid votes cast
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Agenda Item 5c.	Reduction of the nominal value per High Voting Share to €0.25 per High Voting Share (post-reverse share split) without repayment or any other payment by the Company (voting item) - accepted	
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113,156,524	Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)	
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112,612,500	Yes votes	99.52% of the valid votes cast
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544,024	No votes	0.48% of the valid votes cast
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Agenda Item 5d.	Amendment of the Company's articles of association to implement the foregoing (voting item) - accepted	
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113,156,524	Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)	
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112,612,500	Yes votes	99.52% of the valid votes cast
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544,024	No votes	0.48% of the valid votes cast
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Agenda Item 6a. Approval of the issuance of convertible debenture(s) by the Company (the Debentures) to YA II PN, Ltd., which may be converted into Ordinary Shares, in accordance with their terms (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 6b. Granting of the rights to subscribe for Ordinary Shares to the holder(s) of the Debenture(s) (the Debenture Shares) whereby the number of Ordinary Shares and the issue price thereof will each time be calculated in accordance with the terms of the Debenture(s) (as amended from time to time in accordance with their terms) (voting item) – accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 6c. Effectuation and approval of the potential issuance of more than 20% of the Company's outstanding shares upon the conversion of one or more of the Debenture(s), in accordance with the requirement of Nasdaq Listing Rules 5635(b) and 5635(d) (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 6d. Exclusion of pre-emption rights in relation to the Debentures and the granting of rights to subscribe for the Debenture Shares (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 7 One or more amendments to the Company's articles of association, in such a manner that the authorized capital of the Company is with each amendment amended to facilitate the issue of all Debenture Shares, each time, as the Management Board shall determine (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 8 Amendment policy of the Company concerning the compensation of Managing Directors (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 9 Amendments to the Company's articles of association, in such a manner that the binding nomination of the current majority shareholders to appoint members of the Supervisory Board is deleted (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 10 Appointment of George O'Leary as member of the Management Board, for a period of one (1) years (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 11 Acceptance of resignation of Sandra Vogt-Sasse, Thomas Wiedermann and Martin Sabbione as members of the Supervisory Board (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 12 Appointment of Mr Christopher Schreiber as member of the Supervisory Board, for a period of one (1) year (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast

Agenda Item 13 Appointment of David Dodge as member of the Supervisory Board, for a period of one (1) year (voting item) - accepted

113,156,524 Number of shares for which valid votes were cast (= 53.299% of the voting rights at record date)

112,612,500 Yes votes 99.52% of the valid votes cast

544,024 No votes 0.48% of the valid votes cast