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): November 26, 2024

Twin Vee PowerCats Co.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-40623 (Commission File Number) 27-1417610 (IRS Employer Identification Number)

3101 S. US-1 Ft. Pierce, Florida 34982 (Address of principal executive offices, including zip code)

(772) 429-2525 (Registrant's telephone number, including area code)

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))									
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 \$0.001 per share	VEEE	The Nasdaq Stock Market LLC (Nasdaq Capital Market)							
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.									

Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 26, 2024 (the "Closing Date"), pursuant to the terms of the Agreement and Plan of Merger, dated as of August 12, 2024 (the "Merger Agreement"), by and between Twin Vee PowerCats Co., a Delaware corporation (the "Company" or "Twin Vee"), Twin Vee Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Twin Vee ("Merger Sub"), and Forza X1, Inc., a Delaware corporation ("Forza"), Merger Sub was merged with and into Forza (the "Merger"), with Forza surviving the Merger as a wholly-owned subsidiary of Twin Vee.

The Merger became effective on November 26, 2024, when the certificate of merger with respect to the Merger was filed with the Secretary of State of the State of Delaware (the "Effective Time"). At the Effective Time, (a) each outstanding share of common stock of Forza, par value \$0.001 per share of Forza (the "Forza Common Stock") (other than any shares held by Twin Vee) was converted into the right to receive 0.611666275 shares of Twin Vee common stock, par value \$0.001 per share (the "Twin Vee Common Stock"), (b) each outstanding Forza stock option, whether vested or unvested, that had not previously been exercised prior to the Effective Time was converted into an option to purchase 0.611666275 shares of Twin Vee Common Stock for each share of Forza Common Stock covered by such option, (c) each outstanding warrant to purchase shares of Forza Common Stock was assumed by Twin Vee and converted into a warrant to purchase 0.611666275 shares of Twin Vee Common Stock for each share of Forza Common Stock for which such warrant was exercisable for prior to the Effective Time, and (d) the 7,000,000 shares of Forza Common Stock held by Twin Vee were cancelled.

The issuance of shares of Twin Vee Common Stock to the former shareholders of Forza was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-4 (File No. 333-281788), as amended, filed by Twin Vee with the Securities and Exchange Commission (the "SEC") and declared effective on October 10, 2024 (the "Registration Statement"). The joint proxy statement/prospectus included in the Registration Statement (the "Joint Proxy Statement/Prospectus") contains additional information about the Merger, the Merger Agreement and the transactions contemplated thereby. The foregoing description of the Merger and the Merger Agreement, and transactions contemplated thereby, does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is set forth as Annex A to the Joint Proxy Statement/Prospectus, and is incorporated by reference herein.

The information disclosed under Item 2.01 is incorporated by reference herein.

Appointment of New Director

At the Effective Time, in accordance with the terms of the Merger Agreement, the size of Twin Vee's board of directors (the "Board") was set at five, Joseph Visconti, Preston Yarborough, Neil Ross and Kevin Schuyler remained as directors of Twin Vee and Marcia Kull was appointed as a director of Twin Vee.

Upon her appointment, Ms. Kull was appointed to serve on the Board's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Ms. Kull will participate in the non-employee director compensation arrangements described under the heading "Twin Vee Director Compensation" contained in the Joint Proxy Statement/Prospectus and incorporated by reference herein.

Following the Merger, the composition of each class of the board is as follows: The Class I directors are Neil Ross and Marcia Kull, whose terms will expire at the annual meeting of stockholders to be held in 2025. The Class II director is Preston Yarborough, whose term will expire at the annual meeting of stockholders to be held in 2026. The Class III directors are Kevin Schuyler and Joseph Visconti, whose terms will expire at the annual meeting of stockholders to be held in 2027.

Departure of Directors

In connection with the Merger and effective as of the Effective Time, Bard Rockenbach and James Melvin resigned as directors of Twin Vee and any committees thereof. The decision to resign by each of Messrs. Rockenbach and Melvin was not the result, in whole or in part, of any disagreement with Twin Vee, its management team, or the board of directors of Twin Vee, on any matter relating to Twin Vee operations, policies or practices.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

- (i) The audited balance sheets of Forza as of December 31, 2023 and 2022, and the related statements of operations, stockholders' equity and cash flows for the fiscal years ended December 31, 2023 and 2022 are set forth under the caption "Index to Financial Statements Forza Financial Statements" on pages F-52 through F-65 of the Joint Proxy Statement/Prospectus and are hereby incorporated by reference herein.
- (ii) The unaudited balance sheet of Forza as of September 30, 2024 and the related statements of operations, stockholders' equity and cash flows for the three and nine months ended September 30, 2024 and 2023 beginning on page 4 of Forza's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 are incorporated by reference herein.

(b) Pro Forma Financial Information.

The Unaudited Pro Forma Combined Consolidated Financial Information of Twin Vee and Forza are included as Exhibit 99.1 to this report and incorporated by reference herein.

(d) Exhibits

Exhibit	Description
2.1*	Agreement and Plan of Merger, dated as of August 12, 2024, by and among Twin Vee PowerCats Co., Forza X1, Inc. and Twin Vee Merger Sub, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on August 12, 2024).
23.1	Consent of Grassi & Co., CPAs, P.C.
99.1	Unaudited Pro Forma Combined Consolidated Financial Information of Twin Vee and Forza
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

^{*} Exhibits and schedules have been omitted pursuant to Items 601(a)(5) and 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish copies of any of the omitted exhibits and schedules upon request by the Securities and Exchange Commission.

SIGNATURES

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, hereunto duly authorized.

Dated: November 26, 2024 Twin Vee PowerCats Co.

By: /s/ Joseph C. Visconti

Joseph C. Visconti Chief Executive Officer



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by refence in the Registration Statements on Form S-8 (File No.333-278605, 333-271430, File No. 333-265016 and File No. 333-258129) of our report dated March 27, 2024, relating to the financial statements of Forza X1, Inc. as of the years ended December 31, 2023 and 2022, included in the Company's Form 10-K filed with the Securities and Exchange Commission on March 27, 2024. Our report includes an explanatory paragraph relating to substantial doubt about Forza X1, Inc.'s ability to continue as a going concern. We also consent to the reference to our firm under the heading "Experts" appearing therein.

/s/ Grassi & Co., CPAs, P.C.

Jericho, New York November 26, 2024

UNAUDITED PRO FORMA COMBINED CONSOLIDATED FINANCIAL INFORMATION OF TWIN VEE AND FORZA

On November 26, 2024, pursuant to the terms of the Agreement and Plan of Merger, dated as of August 12, 2024 (the "Merger Agreement"), by and between Twin Vee PowerCats Co., a Delaware corporation (the "Company" or "Twin Vee"), Twin Vee Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Twin Vee ("Merger Sub"), and Forza X1, Inc., a Delaware corporation ("Forza"), Merger Sub was merged with and into Forza (the "Merger"), with Forza surviving the Merger as a wholly-owned subsidiary of Twin Vee.

The Merger became effective on November 26, 2024, when the certificate of merger with respect to the Merger was filed with the Secretary of State of the State of Delaware (the "Effective Time"). At the Effective Time, (a) each outstanding share of common stock of Forza, par value \$0.001 per share of Forza (the "Forza Common Stock") (other than any shares held by Twin Vee) was converted into the right to receive 0.611666275 shares (the "Exchange Ratio") of Twin Vee common stock, par value \$0.001 per share (the "Twin Vee Common Stock"), (b) each outstanding Forza stock option, whether vested or unvested, that had not previously been exercised prior to the Effective Time was converted into an option to purchase 0.611666275 shares of Twin Vee Common Stock for each share of Forza Common Stock covered by such option, (c) each outstanding warrant to purchase shares of Forza Common Stock was assumed by Twin Vee and converted into a warrant to purchase 0.611666275 shares of Twin Vee Common Stock for each share of Forza Common Stock for which such warrant was exercisable for prior to the Effective Time, and (d) the 7,000,000 shares of Forza Common Stock held by Twin Vee were cancelled.

The unaudited pro forma condensed combined financial statements are presented for informational purposes only. The unaudited pro forma condensed combined balance sheet as of September 30, 2024 assumes that the transaction took place at the beginning of the year and combines the historical balance sheets of Twin Vee and Forza as of such date. The unaudited pro forma condensed combined statements of operations for the three months ended September 30, 2024 and the year ended December 31, 2023 assume that the transaction took place as of January 1, 2023, and combines the historical results of Twin Vee and Forza for each period. The historical financial statements of Twin Vee and Forza have been adjusted to give pro forma effect to events that are (i) directly attributable to the transaction, (ii) factually supportable, and (iii) with respect to the unaudited pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results.

The notes to the unaudited pro forma combined consolidated financial statements describe the pro forma amounts and adjustments presented below. This pro forma data is not necessarily indicative of the operating results that Twin Vee would have achieved had it completed the merger as of the beginning of the period presented and should not be considered as representative of future operations.

The unaudited pro forma combined consolidated financial information presented below is based on, and should be read together with the following:

- Twin Vee's historical audited consolidated financial statements for the years ended December 31, 2023 and 2022 included in its annual report on Form 10-K, for the year ended December 31, 2023, filed with the Commission on March 27, 2024.
- Twin Vee's unaudited consolidated financial statements for the nine months ended September 30, 2024 and 2023, included in its quarterly report on Form 10-Q, for the quarter ending September 30, 2024, filed with the Commission on November 14, 2024.
- Forza's historical audited consolidated financial statements for the years ended December 31, 2023 and 2022 included in its annual report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 27, 2024.
- Forza's unaudited consolidated financial statements for the nine months ended September 30, 2024 and 2023, included in its quarterly report on Form 10-Q, for the quarter ending September 30, 2024, filed with the Commission on November 14, 2024.
- The sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Twin Vee's annual report, on Form 10-K, for the year ended December 31, 2023, and quarterly report, on Form 10-Q, for the quarter ended September 30, 2024, filed with the Commission on March 27, 2024 and November 14, 2024, respectively.
- The sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Forza's annual report, on Form 10-K, for the year ended December 31, 2023, and quarterly report, on Form 10-Q, for the quarter ended September 30, 2024, filed with the Commission on March 27, 2024 and November 14, 2024, respectively.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEETS

		Twin Vee Powercats Co. Inc. September 30, 2024		Forza X1, Inc. September 30, 2024		Eliminations & Merger Adjustments		Twin Vee Powercats Co. Inc. Pro Forma September 30, 2024	
Assets									
Current Assets									
Cash and cash equivalents	\$	11,144,929	\$	7,200,427	\$	(7,200,427)	A	\$	11,144,929
Restricted cash		212,963		_		_			212,963
Accounts receivable		129,544		125,000		(125,000)			129,544
Inventories, net		3,343,468		60,645		(60,645)	A		3,343,468
Due to/from affiliated companies, net		_		87,884		(87,884)	A		_
Prepaid expenses and other current assets		548,077		80,095		(80,095)	A		548,077
Total current assets		15,378,981		7,554,051		(7,554,051)			15,378,981
						(4.000.000)			
Property and equipment, net		14,217,041		4,388,229		(4,388,229)	A		14,217,041
Operating lease right of use asset		495,744		7,629		(7,629)	A		495,744
Security deposit		48,710		7,517		(7,517)	A		48,710
Total Assets	\$	30,140,476	\$	11,957,426	\$	(11,957,426)		\$	30,140,476
Liabilities and Stockholders' Equity									
Current Liabilities:									
Accounts payable	\$	1,957,902	\$	73,067	\$	(73,067)	A	\$	1,957,902
Accrued liabilities		1,195,982		9,712		(9,712)	A		1,195,982

Contract liabilities – customer deposits	38,175	6,175	(6,175)	A	38,175
Finance lease liability – current portion	220,103	24,847	(24,847)	A	220,103
Operating lease right of use liability – current portion	431,132			A	431,132
Total current liabilities	3,843,294	113,801	(113,801)		3,843,294
Economic Injury Disaster Loan	499,900	_	_		499,900
Finance lease liability - noncurrent	2,479,742	67,070	(67,070)	A	2,479,742
Operating lease liability - noncurrent	109,329				109,329
Total Liabilities	6,932,265	180,871	(180,871)		6,932,265
Stockholders' equity:					
Preferred stock: 10,000,000 authorized; \$0.001 par value; no					
shares issued and outstanding	_	_	_		_
Common stock: 50,000,000 authorized; \$0.001 par value	9,520	15,784	(10,429)	B/C	14,875
Treasury Stock	_	(21,379)	21,379	В	_
Additional paid-in capital	38,871,551	26,697,988	(20,885,125)	B/C	44,684,414
Accumulated deficit	(21,491,078)	(14,915,838)	14,915,838	В	(21,491,078)
Equity attributed to stockholders of Twin Vee PowerCats Co,					
Inc.	17,389,993	11,776,555	(5,958,337)		23,208,211
Equity attributable to noncontrolling interests	5,818,218		(5,818,218)	В	
Total stockholders' equity	23,208,211	11,776,555	(11,776,555)		23,208,211
					
Total Liabilities and Stockholders' Equity	\$ 30,140,476	\$ 11,957,426	\$ (11,957,426)		\$ 30,140,476

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Twin Vee Powercats Co. Inc. Nine Months Ended September 30, 2024		Forza X1, Inc. Nine Months Ended September 30, 2024		Eliminations and Merger Adjustments		Twin Vee Powercats Co. Inc. Nine Months Ended September 30, 2024 Pro Forma		
Net sales	\$	12,504,482	\$	_	\$	_	\$	12,504,482	
Cost of products sold		12,170,486		68,335		(68,335) A		12,170,486	
Gross profit (loss)		333,996		(68,335)		68,335		333,996	
Operating expenses:									
Selling, general and administrative		2,214,670		737,269		(1,308,175) A/I	В	1,643,764	
Salaries and wages		3,641,185		1,479,501		(1,479,501) A		3,641,185	
Professional fees		1,111,079		391,971		(593,191) A/I	В	909,859	
Impairment of property & equipment		1,674,000		1,674,000		(1,674,000) A		1,674,000	
Depreciation and amortization		1,300,697		184,441		(184,441) A		1,300,697	
Research and development		583,878		587,599		(587,599) A		583,878	
Total operating expenses		10,525,509		5,054,781		(5,826,907)		9,753,383	
Loss from operations		(10,191,513)		(5,123,116)		5,895,242		(9,419,387)	
Other income (expense):									
Dividend income		447,571		276,862		(276,862) A		447,571	
Other income		33,442		_		_		33,442	
Interest expense		(178,922)		(7,362)		7,362 A		(178,922)	
Interest income		107,297		62,830		(62,830) A		107,297	
Unrealized gain(loss) on marketable securities		5,204		(16,930)		16,930 A		5,204	
Realized gain on marketable securities		35,210		35,210		(35,210) A		35,210	
Loss on disposal of property & equipment		(172,684)		(172,684)		172,684 A		(172,684)	
Gain on sale of R&D assets		50,097		50,097		(50,097) A		50,097	
Total other income		327,215	_	228,023	_	(228,023)	_	327,215	
Loss before income tax		(9,864,298)		(4,895,093)		5,667,219		(9,092,172)	
Income taxes provision		(2,001,220)		(1,055,055)		5,007,217		(>,0>2,1+2)	
Net loss		(9,864,298)		(4,895,093)		5,667,219		(9,092,172)	
Less: Net loss attributable to noncontrolling interests		(2,720,204)		(4,093,093)		2,720,204 A		(3,032,172)	
	ď.		•	(4.905.002)	6		0	(0.002.172)	
Net loss attributed to stockholders of Twin Vee PowerCats Co, Inc.	\$	(7,144,094)	\$	(4,895,093)	\$	2,947,015	\$	(9,092,172)	

A - Represents elimination of intercompany revenues and cost of sales, and non-controlling interests, and Forza amounts included in Twin Vee consolidated results

A - Represents elimination of Forza balances included in Twin Vee consolidated balance sheet
B - Represents elimination of Forza equity and accumulated deficit and non-controlling interest no longer eliminated post-merger

C - Represents issuance of Twin Vee common stock to non-Twin Vee shareholders of Forza stock and the offset to the elimination of the Forza non-controlling interest previously eliminated from the Twin Vee balance sheet.

B - Represents adjustment for public company costs no longer borne by Forza related to the merger

	Twin Vee Powercats Co. Inc. Year Ended December 31, 2023		Forza X1, Inc. Year Ended December 31, 2023		Eliminations and Merger Adjustments		Pow Inc. T Dec 2023	win Vee vercats Co. Year Ended cember 31, Pro Forma
Net sales	\$	33,425,912	\$	37,118	\$	(37,118) A		33,425,912
Cost of products sold		23,702,885		157,637		(157,637) A		23,702,885
Gross profit (loss)		9,723,027		(120,519)		120,519		9,723,027
Operating expenses:								
Selling, general and administrative		3,734,406		1,112,920		(1,614,657) A/B	}	3,232,669
Salaries and wages		13,929,580		3,279,195		(3,279,195) A		13,929,580
Professional fees		1,249,388		353,996		(634,905) A/B	;	968,479
Depreciation and amortization		1,353,383		185,900		(185,900) A		1,353,383
Research and development		1,443,569		1,540,903		(1,540,903) A		1,443,569
Total operating expenses		21,710,326		6,472,914		(7,255,560)		20,927,680
Loss from operations		(11,987,299)		(6,593,433)		7,376,079	((11,204,653)
Other income (expense):								
Dividend income		909,215		507,794		(507,794) A		909,215
Other income		9,898		_		_		9,898
Interest expense		(221,157)		(3,694)		3,694 A		(221,157)
Interest income		48,370		1,401		(1,401) A		48,370
Loss on disposal of assets		_		_		_		_
Unrealized gain on marketable securities		87,781		50,878		(50,878) A		87,781
Realized gain on marketable securities		103,941		103,941		(103,941) A		103,941
Employee Retention Credit income		1,267,055						1,267,055
Total other income		2,205,103		660,320		(660,320)		2,205,103
Loss before income tax		(9,782,196)		(5,933,113)		6,715,759		(8,999,550)
Income taxes provision								_
Net loss		(9,782,196)		(5,933,113)		6,715,759		(8,999,550)
Less: Net loss attributable to noncontrolling interests		(2,590,020)		_		2,590,020 A		_
Net loss attributed to stockholders of Twin Vee PowerCats Co, Inc.		(7,192,176.00)	\$ (5,933,113.00)	\$	4,125,739.32	\$ (8,	,999,549.68)

A - Represents elimination of intercompany revenues and cost of sales, non-controlling interests and Forza amounts included in Twin Vee consolidated results

B - Represents adjustment for public company costs no longer borne by Forza related to the merger

Comparative Historical and Unaudited Pro Forma Per Share Data

The information below reflects the historical net loss and book value per share of Twin Vee Common Stock and the historical net loss and book value per share of Forza Common Stock in comparison with the unaudited pro forma net loss and book value per share after giving effect to the Merger of Twin Vee with Forza on a pro forma basis.

You should read the tables below in conjunction with the following:

- Twin Vee's historical audited consolidated financial statements for the years ended December 31, 2023 and 2022 included in its annual report on Form 10-K, for the year ended December 31, 2023, filed with the Commission on March 27, 2024.
- Twin Vee's unaudited consolidated financial statements for the nine months ended September 30, 2024 and 2023, included in its quarterly report on Form 10-Q, for the quarter ending September 30, 2024, filed with the Commission on November 14, 2024.
- Forza's historical audited consolidated financial statements for the years ended December 31, 2023 and 2022 included in its annual report on Form 10-K for the year ended December 31, 2023, filed with the Commission on March 27, 2024.
- Forza's unaudited consolidated financial statements for the nine months ended September 30, 2024 and 2023, included in its quarterly report on Form 10-Q, for the quarter ending September 30, 2024, filed with the Commission on November 14, 2024.

	<u>Twin Vo</u>	ee Historical	Forza Historical		U F	Fwin Vee Jnaudited Pro Forma Combined Data	Forza Pro Forma Equivalent Data ⁽ⁱ⁾		
Net loss per share:									
For the year ended December 31, 2023									
Basic and diluted	\$	(0.76)	\$	(0.44)	\$	(0.61)	\$	(0.23)	
For the nine months ended September 30, 2024									
Basic and diluted	\$	(0.75)	\$	(0.31)	\$	(0.61)	\$	(0.24)	
Book value per share									
As of December 31, 2023	\$	3.37	\$	1.02	\$	2.15	\$	0.84	
As of September 30, 2024	\$	2.44	\$	0.75	\$	1.56	\$	0.61	

(i) The Forza unaudited pro forma equivalent data was calculated by multiplying the pro forma condensed combined results by the Exchange Ratio.