

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):

June 16, 2025

CALIBERCOS INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-41703
(Commission File Number)

47-2426901
(IRS Employer Identification No.)

8901 E. Mountain View Rd. Ste. 150, Scottsdale, AZ
(Address of Principal Executive Offices)

85258
(Zip Code)

(480) 295-7600
(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 Symbols	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	CWD	The Nasdaq Stock 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 16, 2025, the Board of Directors of CaliberCos Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Bylaws (the “Bylaws”) and adopted an amendment to the quorum requirement contained in Section 2.07 of the Bylaws (the “Amendment”) to provide that the holders of thirty-three and one third percent (33.3%) of the outstanding shares of stock of the Company entitled to vote at a shareholders meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business. Prior to the Amendment, the Bylaws provided that a quorum at a meeting of shareholders consisted of the holders of a majority of the shares entitled to vote then issued and outstanding, present in person or represented by proxy.

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Certificate of Adoption, which is attached as Exhibit 3.1 to this Form 8-K and is incorporated by reference into this Item 5.03.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
3.1	Certificate of Adoption of Bylaw Amendment
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CaliberCos Inc.

Date: June 20, 2025

By: /s/ John C. Loeffler, II
Name: John C. Loeffler, II
Title: Chief Executive Officer

CERTIFICATE OF ADOPTION OF BYLAW AMENDMENT

CALIBERCOS INC.

Adopted June 16, 2025

I, Ignacio Martinez, hereby certify that:

1. I am the duly elected, qualified and acting Secretary of Caliberco Inc. (the "**Company**").
2. Pursuant to ARTICLE VIII of the Company's Amended and Restated Bylaws (the "**Bylaws**"), which provides that bylaws may be adopted, amended or repealed by the board of directors, and Section 8.01 of the Company's Third Amended and Restated Certificate of Incorporation, which provides that in furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized and empowered to adopt, amend, alter, or repeal the Bylaws without any action on the part of the stockholders, the board of directors (the "**Board**") amended ARTICLE II Section 2.07 of the Bylaws as set forth herein.
3. ARTICLE II Section 2.07 of the Bylaws is amended to read as follows:

"Section 2.07. Quorum. Unless otherwise required the Certificate of Incorporation or these Bylaws, and subject to Delaware law, at each meeting of stockholders, the presence, in person or represented by proxy of the holders of at least thirty-three and one third percent (33 1/3%) of the outstanding capital stock of the Corporation entitled to vote shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the chairman of the meeting or the holders of a majority of the shares of stock entitled to vote who are present, in person or by proxy, may adjourn the meeting to another place, date, or time without notice other than announcement at the meeting, until a quorum shall be present or represented."
4. The foregoing Bylaw amendment has been duly adopted in accordance with the provisions of the Bylaws and Delaware Law by approval of the Board by unanimous written consent dated June 16, 2025, and has not, subsequent to such date, been modified, rescinded, repealed or otherwise amended in any way and is in full force and effect in the form adopted and set forth above as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Company's seal this 20th day of June 2025.

/s/ Ignacio Martinez
Ignacio Martinez, Secretary