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 20, 2026

FACTORIAL ENERGY INC.

(Exact name of registrant as specified in its charter)

Delaware	001-42629	42-2967285
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

805 Middlesex Turnpike
Billerica, MA 01821
(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (617) 315-9733

Not Applicable
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Series A Common Stock, par value $0.00001 per share	**FAC**	**The Nasdaq Global Market**
Warrants, each whole warrant exercisable for one share of Series A Common Stock at an exercise price of $11.50	**FACWW**	**The Nasdaq Global 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 8.01 Other Events.

Factorial Energy Inc. (the "Company") has set 5:00 p.m., Eastern Time, on December 8, 2026 as the deadline for the receipt of stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended ("Rule 14a-8"), for inclusion in the Company's proxy materials for its 2027 annual meeting of stockholders. Because the Company did not hold an annual meeting of stockholders in 2026, the Company has determined, in accordance with Rule 14a-8(e)(2), that this deadline is a reasonable time before the Company will begin to print and send its proxy materials. The Company will announce the date, time and location of its 2027 annual meeting of stockholders at a later date.

Proposals must be received by the Company's Corporate Secretary at Factorial Energy Inc., 805 Middlesex Turnpike, Billerica, Massachusetts 01821, or by email at legal@factorialenergy.com, by that deadline and must comply with the requirements of Rule 14a-8 to be eligible for inclusion in the Company's proxy materials.

SIGNATURE

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

FACTORIAL ENERGY INC.

By: /s/ Richard Wei

Name: Richard Wei

Title: Chief Financial Officer

Date: **November 20, 2026**