

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): July 21, 2026

Arrive AI Inc.

(Exact Name of Registrant as Specified in Charter)

001-42645

(Commission File Number)

Delaware

(State or Other Jurisdiction
of Incorporation)

85-0935006

(I.R.S. Employer
Identification Number)

9100 Fall View Drive
Fishers, IN 46037

(Address of principal executive offices, with zip code)

(463) 270-0092

(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	ARAI	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 3.01. Notice of Delisting of Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 21, 2026, Arrive AI Inc. (the “**Company**”) received a notification letter (the “**Notification Letter**”) from The Nasdaq Stock Market LLC (“**Nasdaq**”) that the Company is not in compliance with the minimum Market Value of Publicly Held Shares (the “**MVPHS**”) set forth in Nasdaq Listing Rule 5450(b)(2)(C) for continued listing on Nasdaq, which requires a minimum MVPHS of \$15,000,000 (the “**MVPHS Requirement**”), since the Company failed to meet the MVPHS Requirement for a period of 32 consecutive business days from June 3, 2026 to July 20, 2026. The Notification Letter has no immediate effect on the listing or trading of the common stock, par value \$0.0002 per share, of the Company (“**Common Stock**”) on Nasdaq and, as of the date hereof, the Common Stock will continue to trade on Nasdaq under the symbol “ARAI.”

The Notification Letter provides that pursuant to Nasdaq Listing Rule 5810(c)(3)(D), the Company has 180 calendar days, or until January 19, 2027, to regain compliance with Nasdaq Listing Rule 5450(b)(2)(C). To regain compliance, the minimum MVPHS must be at least \$15,000,000 or more for a minimum of 10 consecutive business days prior to January 19, 2027. If the Company does not regain compliance by January 19, 2027, the Company will receive written notification from Nasdaq that its securities are subject to delisting. Alternatively, the Company may consider applying for a transfer to The Nasdaq Capital Market (the “**Capital Market**”). In order to transfer, the Company must submit an on-line transfer application, and meet the Capital Market’s continued listing requirements.

The Company intends to monitor the MVPHS of its Common Stock and will consider implementing available options to regain compliance with the MVPHS Requirement under the Nasdaq Listing Rules.

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 hereunto duly authorized.

ARRIVE AI, INC.

Date: July 24, 2026

By: /s/ Daniel S. O'Toole
Daniel S. O'Toole
Chief Executive Officer