

**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): January 13, 2026

AST SpaceMobile, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39040
(Commission
File Number)

84-2027232
(I.R.S. Employer
Identification No.)

Midland International Air & Space Port
2901 Enterprise Lane
Midland, Texas 79706
(Address of Principal Executive Offices) (Zip Code)

(432) 276-3966
(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:

- ☐ 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
Class A common stock, par value \$0.0001 per share	ASTS	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 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Mr. Hiroshi Mikitani was previously appointed to the Board as the Rakuten Group, Inc. (“Rakuten”) designee pursuant to the Company’s Stockholders Agreement. As a result of subsequent issuances of the Company’s Class A Common Stock, Rakuten no longer holds a sufficient percentage of the Company’s Class A Common Stock to retain its right to designate a director nominee pursuant to the Company’s Stockholders Agreement. Rakuten still retains its right to appoint one observer to the Board pursuant to the Company’s Stockholders Agreement.

On January 13, 2026, Mr. Mikitani notified AST SpaceMobile, Inc. (the “Company”) of his resignation from the Board, effective on the same date. Mr. Mikitani was a member of the Network Planning & Spectrum Committee. The decision of Mr. Mikitani to resign from the Board was not a result of any disagreement with the Company on any matter related to the Company’s operations, policies or practices.

On January 16, 2026, in connection with the resignation, the Board resolved to reduce the size of the Board from 12 directors to 11 directors in order to eliminate the vacant seat on the Board that was previously occupied by Mr. Mikitani.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

AST SPACEMOBILE, INC.

Date: January 16, 2026

By: /s/ Andrew M. Johnson

Andrew M. Johnson

Executive Vice President, Chief Financial Officer and Chief Legal Officer
