

**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 23, 2025**

CLIMB GLOBAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-26408
(Commission
File Number)

13-3136104
(IRS Employer
Identification No.)

4 Industrial Way West, Suite 300,
Eatontown, New Jersey
(Address of principal executive offices)

07724
(Zip Code)

732-389-0932
(Registrant's telephone number, including area code)

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 (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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	CLMB	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Jeffrey Geygan from the Board of Directors

On January 23, 2025, Jeffrey Geygan notified the Board of Directors (the “**Board**”) of Climb Global Solutions, Inc. (the “**Company**”) of his decision to resign as a member of the Board. Mr. Geygan’s resignation will be effective as of February 28, 2025 (the “**Effective Date**”). Mr. Geygan’s decision to resign from the Board was not the result of any dispute or disagreement with the Company on any matter relating to the Company’s operations, policies or practices. The Company and the Board extend their gratitude to Mr. Geygan for his contributions to the Company.

In line with the Board’s succession planning, John McCarthy succeeded Mr. Geygan as Chairman of the Board, effective January 28, 2025. In connection with Mr. Geygan’s resignation, the Board reduced the size of the Board from seven members to six members effective on the Effective Date.

Item 7.01 Regulation FD Disclosure.

On January 29, the Company issued a press release announcing the changes to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this Item 7.01 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibits
99.1	Press Release dated January 29, 2025.
104	Cover Page Interactive Data File (formatted as inline XBRL).

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.

CLIMB GLOBAL SOLUTIONS, INC.

Date: January 29, 2025

By: /s/ Matthew Sullivan
Name: Matthew Sullivan
Title: Chief Financial Officer



Climb Global Solutions Appoints John McCarthy as Chairman of its Board of Directors

EATONTOWN, N.J., January 29, 2025 – Climb Global Solutions, Inc. (NASDAQ:CLMB) (“Climb”, the “Company”, “we”, or “our”), a value-added global IT channel company providing unique sales and distribution solutions for innovative technology vendors, today announced the appointment of John McCarthy as the new Chairman of the Board of Directors (the “Board”), effective January 28, 2025. Mr. McCarthy’s appointment follows the resignation of Jeff Geygan from the Board, which will become effective February 28, 2025 and will reduce the Board to six members, five of whom are independent under Nasdaq listing standards.

Mr. McCarthy brings over 30 years of executive technology leadership to Climb’s Board, where he has been a director since June 2019 and currently serves as Chair of the Compensation Committee. Before joining Climb, he was the President and Chief Executive Officer of Mainline Information Systems, a nationally recognized technology solutions provider. Earlier in his career, Mr. McCarthy held senior executive roles at leading technology companies such as EMC, StorageApps, CNT, McData, and Virtual Iron. He is currently a member of the Operating Board for Stripes Group, and a member of the Board of Trustees for Providence College. Mr. McCarthy holds a Bachelor’s degree in Marketing from Providence College.

“I am honored to be appointed as Chairman of the Board and thankful for the trust placed in me by my fellow Board members,” said Mr. McCarthy. “I’d like to thank Jeff for his invaluable contributions to Climb throughout his tenure as Chairman. I look forward to building on this strong foundation and working with the Board and leadership team to continue driving the Company’s strategic vision forward.”

Mr. Geygan stated, “Serving as Chairman of the Board for the past seven years has been an incredible journey, and I am deeply grateful for the opportunity to have contributed to Climb’s remarkable growth and success.”

About Climb Global Solutions

Climb Global Solutions, Inc. (NASDAQ:CLMB) is a value-added global IT distribution and solutions company specializing in emerging and innovative technologies. Climb operates across the US, Canada and Europe through multiple business units, including Climb Channel Solutions, Grey Matter and Climb Global Services. The Company provides IT distribution and solutions for companies in the Security, Data Management, Connectivity, Storage & HCI, Virtualization & Cloud, and Software & ALM industries.

Additional information can be found by visiting www.climbglobalsolutions.com.

Forward-Looking Statements

The statements in this release, other than statements of historical fact, are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to come within the safe harbor protection provided by those sections. These forward-looking statements are subject to certain risks and uncertainties. Many of the forward-looking statements may be identified by words such as “look forward,” “believes,” “expects,” “intends,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “proposed,” “in process,” “under construction,” “in development,” “opportunity,” “target,” “outlook,” “maintain,” “continue,” “goal,” “aim,” “commit,” or similar expressions, or when we discuss our priorities, strategy, goals, vision, mission, opportunities, projections, intentions or expectations. In this press release, the forward-looking statements relate to, among other things, declaring and reaffirming our strategic goals, future operating results, and the effects and potential benefits of the strategic acquisition on our business. Factors, among others, that could cause actual results and events to differ materially from those described in any forward-looking statements include, without limitation, statements concerning our plans and expectations in connection with the transition of Board leadership and other plans and expectations. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described in the section entitled “Risk Factors” contained in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, and from time to time in the Company’s filings with the Securities and Exchange Commission.

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