
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January, 2025

Commission File Number: 001-41798

SIMPPLE LTD.

(Registrant's Name)

**71 Ayer Rajah Crescent
#03-07**

Singapore 139951

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Nasdaq Stockholders' Equity Deficiency Letter

On January 16, 2025, SIMPPLE LTD. (the "Company") received a letter (the "Nasdaq Stockholders' Equity Deficiency Letter") from the Listing Qualifications staff of The Nasdaq Stock Market ("Nasdaq") notifying the Company that based on the Company's Form 6-K dated December 30, 2024, the Company's reported stockholders' equity of \$950,980 for the period ended June 30, 2024 does not meet the minimum requirement of \$2,500,000 in stockholders' equity for continued listing under Listing Rule 5550(b)(1), and that as of today, the Company does not meet the alternatives of market value of listed securities or net income from continue operations, and that the Company no longer complies with Nasdaq Listing Rule.

Nasdaq has provided the Company with 45 calendar days to submit a plan to regain compliance, and if the plan is accepted, the Company can be granted an extension of up to 180 calendar days from the date of the Nasdaq Stockholders' Equity Deficiency Letter to evidence compliance.

The Company is currently evaluating options to regain compliance and intends to timely regain compliance with Nasdaq's continued listing requirement. Although the Company will use all reasonable efforts to achieve compliance with Rule 5550(b)(1), there can be no assurance that the Company will be able to regain compliance with that rule or will otherwise be in compliance with other Nasdaq continued listing requirement.

Nasdaq Annual Meeting Deficiency Letter

On January 16, 2025, the Company received a letter (the "Nasdaq Annual Meeting Deficiency Letter") from the Listing Qualifications Staff of Nasdaq, notifying the Company that since the Company has not yet held an annual meeting of shareholders within twelve months of the end of the Company's fiscal year end, it no longer complies with the Listing Rules for continued listing, in particular, Listing Rules 5620(a) and 5810(c)(2)(G), as well as IM-5629 which specifies the securities subject to the annual meeting requirement.

Nasdaq has provided the Company with 45 calendar days to submit a plan to regain compliance, and if the plan is accepted, the Company can be granted an extension of up to 180 calendar days from the date of the Company's fiscal year end, or until June 30, 2025, to regain compliance.

The Company is currently evaluating options to regain compliance and intends to timely regain compliance with Nasdaq's continued listing requirement. Although the Company will use all reasonable efforts to achieve compliance with Listing Rules 5620(a) and 5810(c)(2)(G), as well as IM-5629, there can be no assurance that the Company will be able to regain compliance with the Listing Rules or will otherwise be in compliance with other Nasdaq continued listing requirement.

Press Release

On January 17, 2025, the Company issued a press release discussing the receipt of the two deficiency letters, which is filed as exhibit 99.1 to this Form 6-K.

Exhibit Index

<u>Exhibit</u> <u>Number</u>	<u>Description</u>
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99.1	Press Release dated January 17, 2025
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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, thereunto duly authorized.

SIMPPLE LTD.

Date: January 17, 2025

By: /s/ Schroeder Norman

Name: Schroeder Norman

Title: Chief Executive Officer and Director



SIMPPLE LTD. Receives Nasdaq Notifications Regarding Minimum Stockholders' Equity Deficiency and Annual Meeting Deficiency

SINGAPORE, January 17, 2025 – SIMPPLE LTD. (Nasdaq: SPPL) (the “Company” or “SIMPPLE”), an advanced technology solution provider in the emerging property-technology (“PropTech”) space, today announced that it has received letters from the Listing Qualification staff of The Nasdaq Stock Market (“Nasdaq”) notifying the Company that the Company does not meet the minimum stockholders’ equity requirement and annual meeting requirement.

As reported in the Company’s Form 6-K dated December 30, 2024, the Company’s stockholders’ equity of \$950,980 for the period ended June 30, 2024, was below the minimum stockholders’ equity of \$2,500,000. The minimum stockholders’ equity of \$2,500,000 is required for continued listing on Nasdaq as set forth in Nasdaq Listing Rules 5550(b)(1).

The Company also did not hold an annual meeting of shareholders within twelve (12) months of the end of the Company’s fiscal year end, which does not comply with the Listing Rules for continued listing, in particular, Listing Rules 5620(a) and 5810(c)(2)(G), as well as IM-5629.

The Company has been provided with 45 calendar days, or until March 3, 2025, to submit a plan to regain compliance with the minimum stockholders’ equity standard and annual meeting requirement. If the Company’s plan to regain compliance is accepted, Nasdaq may grant an extension of up to 180 calendar days from the date of the notification letters to evidence compliance.

The Company is developing a plan with options to increase stockholders’ equity and regain compliance, with the goal of filing the plan with Nasdaq by the stated deadline. The Company will provide further updates on this matter as required.

About SIMPPLE LTD.

Headquartered in Singapore, SIMPPLE LTD. is an advanced technology solution provider in the emerging PropTech space, focused on helping facilities owners and managers manage facilities autonomously. Founded in 2016, the Company has a strong foothold in the Singapore facilities management market, serving over 60 clients in both the public and private sectors and extending out of Singapore into Australia and the Middle East. The Company has developed its proprietary SIMPPLE Ecosystem, to create an automated workforce management tool for building maintenance, surveillance and cleaning comprised of a mix of software and hardware solutions such as robotics (both cleaning and security) and Internet-of-Things (“IoT”) devices.

For more information on SIMPPLE, please visit: <https://www.simpple.ai/>



Safe Harbor Statement

This press release contains forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including: our ability to change the direction of the Company; our ability to keep pace with new technology and changing market needs; and the competitive environment of our business. These and other factors may cause our actual results to differ materially from any forward-looking statement.

Forward-looking statements are only predictions. The forward-looking events discussed in this press release and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties, and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this press release and other statements made from time to time by us or our representatives might not occur.

For investor and media queries, please contact:

SIMPPLE LTD.

Investor Relations Department

Email: ir@simpple.ai

Visit the Investor Relation Website: <https://www.investor.simpple.ai/>

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