

**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 18, 2021**

**DPCM Capital, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39638**  
(Commission  
File Number)

**85-0525645**  
(I.R.S. Employer  
Identification No.)

**382 NE 191 Street, #24148**  
**Miami, FL**  
(Address of principal executive offices)

**33179**  
(Zip Code)

**(305) 857-5086**  
(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:

- 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
Units, each consisting of one share of Class A Common Stock and one-third of one Warrant Class A Common Stock, par value \$0.0001 per share	XPOA.U	The New York Stock Exchange
Warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of \$11.50	XPOA.WS	The New York Stock Exchange

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.

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**Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

In connection with the preparation of the financial statements of DPCM Capital, Inc. (the "Company") as of September 30, 2021, the Company's management identified errors made in the Company's historical financial statements where, at the closing of the Company's initial public offering on October 23, 2020 (the "IPO"), the Company improperly valued its Class A common stock subject to possible redemption. The Company previously determined the Class A common stock subject to possible redemption to be equal to the redemption value of \$10.00 per share of Class A common stock while also taking into consideration a redemption cannot result in net tangible assets being less than \$5,000,001, in accordance with the Company's amended and restated certificate of incorporation. The Company's management determined that the shares of Class A common stock issued during the IPO can be redeemed or become redeemable subject to the occurrence of future events considered outside the Company's control. Therefore, the Company's management concluded that the redemption value should include all shares of Class A common stock subject to possible redemption, resulting in the shares of Class A common stock subject to possible redemption being equal to their redemption value. As a result, the Company's management has noted a restatement error related to temporary equity and permanent equity.

Therefore, on November 18, 2021, the Company's management and the audit committee of the Company's board of directors (the "Audit Committee"), after consultation with Marcum LLP ("Marcum"), the Company's independent registered public accounting firm, concluded that the Company's previously issued (i) audited financial statements included in the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2020, filed with the SEC on June 24, 2021, (ii) unaudited interim financial statements included in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021, filed with the SEC on July 2, 2021, and (iii) unaudited interim financial statements included in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2021, filed with the SEC on August 16, 2021 (collectively, the "Affected Periods"), should be restated to report all shares of Class A common stock subject to possible redemption as temporary equity and should no longer be relied upon. As such, the Company has restated its financial statements for the Affected Periods in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, filed with the SEC on November 19, 2021 (the "Q3 Form 10-Q"), as described therein. The restatement had no impact on the Company's previously reported total assets, liabilities or operating results.

The Company's management has concluded that in light of the restatement error described above, a material weakness exists in the Company's internal control over financial reporting and that the Company's disclosure controls and procedures were not effective. The Company's remediation plan with respect to such material weakness is described in more detail in the Q3 Form 10-Q.

The Company's management and the Audit Committee have discussed the matters disclosed in this Current Report on Form 8-K pursuant to this Item 4.02 with Marcum.

**Forward-Looking Statements**

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Certain of these forward-looking statements can be identified by the use of words such as "believes," "expects," "intends," "plans," "estimates," "assumes," "may," "should," "will," "seeks," or other similar expressions. Such statements may include, but are not limited to, statements regarding the impact of the Company's restatement of certain historical financial statements and any proposed remediation measures with respect to identified material weaknesses. These statements are based on current expectations on the date of this Current Report on Form 8-K and involve a number of risks and uncertainties that may cause actual results to differ significantly. The Company does not assume any obligation to update or revise any such forward-looking statements, whether as the result of new developments or otherwise. Readers are cautioned not to put undue reliance on forward-looking statements.

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**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.

**DPCM CAPITAL, INC.**

By: /s/ Emil Michael

Name: Emil Michael

Title: Chief Executive Officer

Date: November 19, 2021