
**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): August 25, 2021

KALEYRA, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38320
(Commission
File Number)

82-3027430
(IRS Employer
Identification No.)

Via Marco D'Aviano, 2, Milano MI, Italy
(Address of Principal Executive Offices)

20131
(Zip Code)

+39 02 288 5841
(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 (*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:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	KLR	NYSE American LLC
Warrants, at an exercise price of \$11.50 per share of Common Stock	KLR WS	NYSE American 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 25, 2021, the NYSE approved the transfer of listing of the common stock, \$0.0001 par value per share (the “Common Stock”) of Kaleyra, Inc. (the “Company”). Effective August 31, 2021, the Company’s Common Stock will cease trading on the NYSE American and will commence trading on the NYSE under the symbol “KLR.” The Company intends to file a Form 25 with the SEC to affect the voluntary withdrawal of the listing of the Common Stock from the NYSE American on or about September 10, 2021.

Item 8.01 Other Events.

On August 26, 2021, the Company issued a press release announcing the transfer of listing from the NYSE American to the NYSE. A copy of this press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financing Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 26, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Dated: August 26, 2020

By: /s/ Dario Calogero
Name: Dario Calogero
Title: Chief Executive Officer and President



Kaleyra Announces Uplisting to NYSE

NEW YORK & VIENNA, Va.– August 26, 2021 – Kaleyra, Inc. (NYSE: KLR) (KLR WS) (“Kaleyra” or the “Company”), a rapidly growing cloud communications software provider delivering a secure system of application programming interfaces (APIs) and connectivity solutions in the API/Communications Platform as a Service (CPaaS) market, today announced that it has been approved for uplisting to the New York Stock Exchange (“NYSE”) from its current listing on the NYSE American.

Effective August 31, 2021, the common stock of the Company will cease trading on the NYSE American and will commence trading on the NYSE under the symbol “KLR.” Kaleyra’s warrants will continue to trade on the NYSE American under the symbol, “KLR WS.”

“Graduating to the NYSE marks yet another significant milestone achievement in our journey as a public company,” said Dario Calogero, Kaleyra’s Founder and Chief Executive Officer. “The NYSE is a premiere worldwide market, one that provides a broader platform and services for companies that are able to meet their most selective criteria. This new listing matches our ambitions of becoming the leading trusted global CPaaS provider, and we look forward to benefiting from our enhanced corporate profile.”

About Kaleyra Inc.

Kaleyra, Inc. (NYSE American: KLR) (KLR WS) is a global group providing mobile communication services to financial institutions, e-commerce players, OTTs, software companies, logistic enablers, healthcare providers, retailers, and other large organizations worldwide.

Kaleyra today has a customer base of 3800+ companies spread around the world. Through its proprietary platform and robust APIs, Kaleyra manages multi-channel integrated communication services, consisting of messaging, rich messaging and instant messaging, push notifications, e-mail, voice services, and chatbots.

Kaleyra’s technology makes it possible to safely and securely manage billions of messages monthly with over 1600 operator connections in 190+ countries, including all tier-1 US carriers.

Forward-Looking Statements

This press release contains 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. Such forward-looking statements include, but are not limited to, statements regarding the uplisting to the NYSE and Kaleyra’s long-term financial and operational outlook. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements contained in this press release are based on certain assumptions and analyses made by the management of Kaleyra in light of their respective experience and perception of historical trends, current conditions and expected future developments and their potential effects on Kaleyra as well as other factors they believe are appropriate in the circumstances. There can be no assurance that future developments affecting Kaleyra will be those anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by

these forward-looking statements, including but not limited to: (i) risks that the mGage and Bandyer transactions disrupt current plans and operations of mGage and Bandyer, respectively and potential difficulties in mGage or Bandyer employee retention as a result of the transaction, (ii) the price of Kaleyra's securities may be volatile due to a variety of factors, including changes in the competitive and highly regulated industries in which Kaleyra, including mGage and Bandyer, operates, variations in operating performance across competitors, changes in laws and regulations affecting the Kaleyra's, including mGage's and Bandyer's, business and changes in the combined capital structure, (iii) the ability to integrate mGage and Bandyer into Kaleyra and implement business plans, forecasts, and other expectations after the completion of the transaction, and identify and realize additional opportunities, (iv) the risk of downturns and a changing regulatory landscape in the highly competitive healthcare industry, (v) the size and growth of the market in which mGage operates, (vi) the mix of services utilized by Kaleyra's customers and such customers' needs for these services, (vii) market acceptance of new service offerings, (viii) the ability of Kaleyra to expand what it does for existing customers as well as to add new customers, (ix) that Kaleyra will have sufficient capital to operate as anticipated, and (x) the impact that the novel coronavirus and the illness, COVID-19, that it causes, as well as governmental responses to deal with the spread of this illness and the reopening of economies that have been closed as part of these responses, may have on Kaleyra's operations, the demand for Kaleyra's products, global supply chains and economic activity in general. Should one or more of these risks or uncertainties materialize or should any of the assumptions being made prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Investor Contact:

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