

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 29, 2024**



EXP WORLD HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38493

(Commission
File Number)

98-0681092

(IRS Employer
Identification No.)

2219 Rimland Drive, Suite 301, Bellingham, WA

(Address of principal executive offices)

98226

(Zip Code)

(360) 685-4206

(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(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.00001 par value per share	EXPI	The Nasdaq Stock 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 2.01 Completion of Acquisition or Disposition of Assets.

On November 29, 2024, eXp World Technologies, LLC (“Seller”), a wholly owned subsidiary of eXp World Holdings, Inc. (the “Company”), completed the sale of substantially all of the assets, including intellectual property, used primarily in its Virbela application-based software platform (the “Business”) pursuant to the Asset Purchase Agreement, dated November 29, 2024 (the “Agreement”), with Virbela LLC (the “Buyer”). The Buyer is wholly owned by Alex Howland (“Howland”) and Erik Hill (“Hill”), the Seller’s former Co-Founder and President and Co-Founder and Vice President, Engineering, respectively. In exchange for the assets acquired by the Buyer under the Agreement, the Buyer assumed all liabilities relating to the Business, subject to specified exceptions, and Howland and Hill waived severance payments in the aggregate amount of \$252,100 contractually owed to them by the Seller upon their termination of employment, which became effective upon the closing of the transactions under the Agreement. The results of the Business were previously reported in the Company’s Virbela segment, which was classified as a discontinued operation beginning in the first quarter of 2024 and reflected in the Company’s Quarterly Reports on Form 10-Q for the first quarter ended March 31, 2024, as filed on May 1, 2024, second quarter ended on June 30, 2024, as filed on July 31, 2024, and third quarter ended September 30, 2024, as filed on November 7, 2024.

The Company is also filing herewith certain pro forma financial information related to the sale of the Business, which is attached hereto as Exhibit 99.1. The Company classified the Business as discontinued operations in its consolidated balance sheet as of September 30, 2024 in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024 and classified the related operating results, net of income tax, as discontinued operations in its consolidated statements of operations for the nine months ended September 30, 2024 in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024. Accordingly, the Company has not provided pro forma financial statements as of and for the nine-months ended September 30, 2024 in this Current Report on Form 8-K.

Item 8.01 Other Events.

On December 5, 2024, the Board of Directors of the Company authorized, and the Company entered into, a Ninth Amendment (the “Ninth Amendment”) to that certain Issuer Repurchase Plan by and between the Company and Stephens Inc., which modifies the monthly repurchase amounts through December 31, 2025. A copy of the Ninth Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits**(b) Pro Forma Financial Information.**

The Unaudited Pro Forma Financial Statements of the Company reflecting the closing of the sale of the Business are filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference:

- i. Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2023.
- ii. Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2022.
- iii. Unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2021.

(d) Exhibits.

Exhibit No.	Description
10.1	Ninth Amendment to eXp World Holdings, Inc. Stock Repurchase Plan
99.1	Unaudited pro forma consolidated statement of operations for the years ended December 31, 2023, December 31, 2022, and December 31, 2021
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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.

eXp World Holdings, Inc.
(Registrant)

Date: December 5, 2024

/s/ James Bramble
James Bramble
Chief Legal Counsel

Ninth Amendment to Issuer Repurchase Plan
(under Rules 10b-18 and 10b5-1 of the Securities Exchange Act of 1934)

This Ninth Amendment to Issuer Repurchase Plan dated December 5, 2024 (the “**Ninth Amendment**”), entered into by and between eXp World Holdings, Inc. (“**Purchaser**” or “**Issuer**”) and Stephens Inc. (“**Stephens**”), amends that certain Issuer Repurchase Plan dated January 10, 2022 (the “**2022 Purchase Plan**”), which was previously amended by the First Amendment to Issuer Repurchase Plan, dated May 6, 2022 (the “**First Amendment**”), the Second Amendment to Issuer Repurchase Plan, dated September 27, 2022 (the “**Second Amendment**”), the Third Amendment to Issuer Repurchase Plan, dated December 27, 2022 (the “**Third Amendment**”), the Fourth Amendment to Issuer Repurchase Plan, dated May 8, 2023 (the “**Fourth Amendment**”), the Fifth Amendment to Issuer Repurchase Plan, dated June 26, 2023 (the “**Fifth Amendment**”), the Sixth Amendment to Issuer Repurchase Plan, dated November 17, 2023 (the “**Sixth Amendment**”), the Seventh Amendment to Issuer Repurchase Plan, dated March 6, 2024 (the “**Seventh Amendment**”), and the Eighth Amendment to Issuer Repurchase Plan, dated June 19, 2024 (the “**Eighth Amendment**”). The 2022 Purchase Plan as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, the Fifth Amendment, the Sixth Amendment, the Seventh Amendment, the Eighth Amendment, and this Ninth Amendment is hereinafter referred to as the “**Purchase Plan**.”

Purchaser and Stephens hereby agree as follows:

1. All capitalized terms used in this Ninth Amendment and not defined herein shall have the meanings set forth in the Purchase Plan unless the context clearly requires otherwise.

2. Effective on the date hereof, Section C.2(iii) of the Purchase Plan is hereby amended to delete the reference to December 31, 2024 and replace it with December 31, 2025. Otherwise, no other language of Section C.2(iii) of the Purchase Plan shall be modified hereunder.

3. Effective on the date hereof, Section C.3(c) of the Purchase Plan is hereby deleted in its entirety and replaced with the following:

(c) The “Daily Purchase Amount” for any Purchase Day shall be the maximum number of shares allowed under Rule 10b-18(b)(4) (using 25% of average daily trading volume reported for the Stock during the four calendar weeks preceding the week in which the purchase is to be effected); provided, however, that the total dollar amount of all aggregate purchases under the Purchase Plan, including any commissions or fees, during the periods set forth below shall not exceed the amounts set forth opposite the relevant period:

Period	Maximum Aggregate Purchase Amount
October 1, 2024 - December 31, 2024	\$8,300,000
January 1, 2025 – January 31, 2025	\$1,500,000
February 1, 2025 – February 28, 2025	\$1,500,000
March 1, 2025 – March 31, 2025	\$2,000,000
April 1, 2025 – April 30, 2025	\$10,000,000
May 1, 2025 – May 31, 2025	\$10,000,000
June 1, 2025 – June 30, 2025	\$10,000,000
July 1, 2025 – July 31, 2025	\$15,000,000
August 1, 2025 – August 31, 2025	\$15,000,000
September 1, 2025 – September 30, 2025	\$15,000,000
October 1, 2025 – October 31, 2025	\$15,000,000
November 1, 2025 – November 30, 2025	\$10,000,000
December 1, 2025 – December 31, 2025	\$10,000,000

4. Purchaser hereby represents, warrants and covenants that (i) Purchaser is not aware of any material nonpublic information concerning the Purchaser or its securities, (ii) Purchaser is entering into this Ninth Amendment in good faith and not as part of a plan or scheme to evade compliance with the federal securities laws, and (iii) there are no legal, contractual or regulatory restrictions applicable to Purchaser or its affiliates that

would prohibit Purchaser from entering into this Ninth Amendment or prohibit any purchase pursuant to the Purchase Plan, as amended hereby.

5. Except as expressly provided in this Ninth Amendment, the provisions of the Purchase Plan, as previously amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned have signed this Ninth Amendment as of the date first written above.

EXP WORLD HOLDINGS, INC.

STEPHENS INC.

By: /s/ Kent Cheng
Printed Name: Kent Cheng
Title: Chief Accounting Officer

By: /s/ Leon Lants
Printed Name: Leon Lants
Title: Director of Trading Operations

On November 29, 2024, eXp World Technologies, LLC (“Seller”), a wholly owned subsidiary of eXp World Holdings, Inc. (the “Company”), completed the sale of substantially all of the assets, including intellectual property, used primarily in its Virbela application-based software platform (the “Business”) pursuant to the Asset Purchase Agreement, dated November 29, 2024 (the “Agreement”), with Virbela LLC (the “Buyer”). The Buyer is wholly owned by Alex Howland (“Howland”) and Erik Hill (“Hill”), the Seller’s former Co-Founder and President and Co-Founder and Vice President, Engineering, respectively. In exchange for the assets acquired by the Buyer under the Agreement, the Buyer assumed all liabilities relating to the Business, subject to specified exceptions, and Howland and Hill waived severance payments in the aggregate amount of \$252,100 contractually owed to them by the Seller upon their termination of employment, which became effective upon the closing of the transactions under the Agreement. The results of the Business were previously reported in the Company’s Virbela segment, which was classified as a discontinued operation beginning in the first quarter of 2024 and reflected in the Company’s Quarterly Reports on Form 10-Q for the first quarter ended March 31, 2024, as filed on May 1, 2024, second quarter ended on June 30, 2024, as filed on July 31, 2024, and third quarter ended September 30, 2024, as filed on November 7, 2024.

The unaudited condensed consolidated pro forma financial statements have been prepared for informational purposes and to assist in the analysis of the Seller’s sale of the Business to the Buyer. This information should be read together with the historical consolidated financial statements and related notes of the Company included in its Annual Reports on Form 10-K for the years ended December 31, 2023, December 31, 2022, and December 31, 2021 and its Quarterly Reports on Form 10-Q for the quarters ended September 30, 2024, June 30, 2024, and March 31, 2024.

The unaudited pro forma condensed consolidated statements of operations for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, assume the sale occurred on the first day of the earliest fiscal period presented and reflect the Business as a discontinued operation for the periods presented. The unaudited pro forma condensed consolidated financial statements are derived from the historical consolidated financial statements of the Company and are based on assumptions that management believes are reasonable in the circumstances.

EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share amounts and per share data)
(UNAUDITED)

	For the Year Ended December 31, 2023		
	Virbela		
	As Reported	Separation (A)	Pro Forma
Revenues	\$ 4,281,105	\$ 7,284	\$ 4,273,821
Operating expenses			
Commissions and other agent-related costs	3,957,054	3,157	3,953,897
General and administrative expenses	319,153	11,807	307,346
Sales and marketing expenses	12,156	100	12,056
Impairment expense	9,203	9,203	-
Total operating expenses	4,297,566	24,267	4,273,299
Operating (loss) income	(16,461)	(16,983)	522
Other (income) expense			
Other income, net	(4,414)	(31)	(4,383)
Equity in losses of unconsolidated affiliates	1,388	-	1,388
Total other (income) expense, net	(3,026)	(31)	(2,995)
(Loss) income before income tax expense	(13,435)	(16,952)	3,517
Income tax (benefit) expense	(4,462)	(1,992)	(2,470)
Net (loss) income	(\$ 8,973)	(\$ 14,960)	\$ 5,987
Earnings (loss) per share			
Basic, net (loss) income	(\$ 0.06)		\$ 0.04
Diluted, net (loss) income	(\$ 0.06)		\$ 0.04
Weighted average shares outstanding			
Basic	153,232,129		153,232,129
Diluted	153,232,129		153,232,129

EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share amounts and per share data)
(UNAUDITED)

	For the Year Ended December 31, 2022		
	Virbela		
	As Reported	Separation (A)	Pro Forma
Revenues	\$ 4,598,161	\$ 8,485	\$ 4,589,676
Operating expenses			
Commissions and other agent-related costs	4,231,262	2,759	4,228,503
General and administrative expenses	346,132	16,508	329,624
Sales and marketing expenses	15,359	166	15,193
Total operating expenses	4,592,753	19,433	4,573,320
Operating income (loss)	5,408	(10,948)	16,356
Other (income) expense			
Other income, net	(804)	(1)	(803)
Equity in losses of unconsolidated affiliates	1,624	-	1,624
Total other (income) expense, net	820	(1)	821
Income (loss) before income tax expense	4,588	(10,947)	15,535
Income tax (benefit) expense	(10,836)	(105)	(10,731)
Net (loss) income	15,424	(10,842)	26,266
Net loss attributable to noncontrolling interest	(18)	-	(18)
Net (loss) income attributable to eXp World Holdings, Inc.	\$ 15,442	(\$ 10,842)	\$ 26,284
Earnings (loss) per share			
Basic, net (loss) income	\$ 0.10		\$ 0.17
Diluted, net (loss) income	\$ 0.10		\$ 0.17
Weighted average shares outstanding			
Basic	151,036,110		151,036,110
Diluted	156,220,165		156,220,165

EXP WORLD HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share amounts and per share data)
(UNAUDITED)

	For the Year Ended December 31, 2021		
	As Reported	Virbela Separation (A)	Pro Forma
Revenues	\$ 3,771,170	\$ 8,615	\$ 3,762,555
Operating expenses			
Commissions and other agent-related costs	3,475,139	2,198	3,472,941
General and administrative expenses	249,699	19,260	230,439
Sales and marketing expenses	12,180	890	11,290
Total operating expenses	3,737,018	22,348	3,714,670
Operating income (loss)	34,152	(13,733)	47,885
Other (income) expense			
Other expense, net	292	-	292
Equity in losses of unconsolidated affiliates	188	-	188
Total other (income) expense, net	480	-	480
Income (loss) before income tax expense	33,672	(13,733)	47,405
Income tax (benefit) expense	(47,487)	-	(47,487)
Net (loss) income	81,159	(13,733)	94,892
Net loss attributable to noncontrolling interest	(61)	-	(61)
Net income (loss) attributable to eXp World Holdings, Inc.	\$ 81,220	(\$ 13,733)	\$ 94,953
Earnings (loss) per share			
Basic, net (loss) income	\$ 0.56		\$ 0.65
Diluted, net (loss) income	\$ 0.51		\$ 0.60
Weighted average shares outstanding			
Basic	146,170,871		146,170,871
Diluted	157,729,374		157,729,374

EXP WORLD HOLDINGS, INC.
Notes to Consolidated Financial Statements
(Amounts in thousands, unless otherwise noted)

- (A) Reflects the discontinued operations, including results of operations attributable to Virbela which were included in the Company's historical audited and unaudited consolidated financial statements. In accordance with ASC 205-20, Presentation of Financial Statements – Discontinued Operations, the amounts exclude the following:
1. The impact of intercompany activity between the Company and Virbela, including intercompany sales of \$2.5 million, \$2.2 million and \$1.9 million, respectively, for the years ended December 31, 2023, 2022 and 2021, respectively, that were eliminated in consolidation.
- (B) The pro forma effects of the Virbela disposition on the Company's consolidated balance sheet at December 31, 2023, assuming disposition had closed on December 31, 2023, would have been as follows:
- Total assets of \$385.7 million would have been reduced by \$5.8 million, reflecting the removal of the assets of discontinued operations held for sale at December 31, 2023.
 - Total liabilities of \$141.7 million would have been reduced by \$1.8 million, reflecting the removal of the liabilities of discontinued operations held for sale at December 31, 2023.
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