**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**WASHINGTON, DC 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 23, 2026

**VULCAN INFRASTRUCTURE AND POWER INC.**
(Exact name of registrant as specified in its charter)

| Delaware | 001-40808 | 86-1746728 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| 1159 Pittsford-Victor Road, Suite 240<br>Pittsford, New York | 14534 |
|---|---|
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (315) 536-2359

N/A
(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:

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|---|---|
| Class A common stock, par value $0.0001 | VIP | The Nasdaq Global Select Market |
| 8.50% Senior Notes due 2026 | GREEL | The Nasdaq Global Select 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 8.01. Other Events.**

As previously disclosed, Vulcan Infrastructure and Power Inc. (the "Company") and MIG REF II INFR, LLC ("MIG") are parties to a Subscription Agreement, dated as of July 19, 2026 (the "MIG Subscription Agreement"), entered into in connection with the Company's private investment in public equity financing transaction, which closed on September 10, 2026. Under the MIG Subscription Agreement, the Company and MIG agreed to make all appropriate filings as promptly as reasonably practicable to obtain the regulatory approvals required thereunder (the "Regulatory Approvals"), including approvals of (i) the Federal Energy Regulatory Commission under Section 203 of the Federal Power Act and (ii) the New York State Public Service Commission under the New York Public Service Law.

On November 23, 2026, the Company received the final Regulatory Approval required under the MIG Subscription Agreement. As a result, in accordance with their terms, the senior secured convertible promissory note issued by the Company to MIG on September 10, 2026 is now convertible into shares of the Company's Class A common stock, and the warrant issued by the Company to MIG on September 10, 2026 is no longer subject to the beneficial ownership limitation that applied prior to receipt of the Regulatory Approvals.

In addition, under the investor rights agreements, each dated as of September 10, 2026 (the "Investor Rights Agreements"), between the Company and each of MIG and Atlas Capital Resources (A9) LP, Atlas Capital Resources (A9-Parallel) LP and Atlas Capital Resources (P) LP (collectively, "Atlas"), the Company agreed, among other things, to reconstitute its board of directors (the "Board") upon receipt of the Regulatory Approvals so that the Board consists of eight directors and satisfies the composition requirements of the Investor Rights Agreements. As of the date of this Current Report on Form 8-K, the Board has not been reconstituted. The Company is working with MIG and Atlas to complete the reconstitution in accordance with the Investor Rights Agreements and will report any resulting director departures or elections under Item 5.02 of Form 8-K within the required time period.

The information in this Item 8.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

**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.

**VULCAN INFRASTRUCTURE AND POWER INC.**

Dated: November 24, 2026

By: /s/ Jordan Kovler

Name: Jordan Kovler

Title: Chief Executive Officer