

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): **October 6, 2026**

T1 Energy Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41903

(Commission File Number)

93-3205861

(IRS Employer
Identification No.)

1211 E 4th St.

Austin, Texas 78702

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **409-599-5706**

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
Common Stock, \$0.01 par value	TE	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. ☐

Item 8.01. Other Events.

On January 21, 2026, T1 Energy Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) an automatic shelf registration statement on Form S-3ASR (File No. 333-292857) (the “Registration Statement”). On October 6, 2026, the Company filed a prospectus supplement pursuant to the Registration Statement covering the resale of shares of its common stock, par value \$0.01 per share (the “common stock”), by Evervolt Green Energy Holding Pte, Ltd., a private company limited by shares organized under the laws of Singapore (the “Evervolt”). The shares of common stock registered for resale pursuant to the prospectus supplement consist of 7,246,377 shares of common stock (such shares of common stock, the “Securities”) that have been issued, or that are issuable subject to certain beneficial ownership limitations, to Evervolt as a portion of the consideration for the purchase by the Company of certain intellectual property and proprietary rights and related rights, and certain other assets, from Evervolt pursuant to an intellectual property purchase agreement, dated July 28, 2026, between the Company and Evervolt.

The filing of the prospectus supplement is not itself a sale of securities by Evervolt and does not necessarily mean that Evervolt will choose to sell any shares of common stock. If any shares of common stock are sold by Evervolt, the Company would not receive any proceeds from that sale. No securities will be issued or sold by the Company pursuant to the prospectus supplement.

The Company is filing this current report to provide the legal opinion as to the validity of the shares of common stock covered by the prospectus supplement, which opinion is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are provided as part of this report:

Exhibit No.	Description
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, hereunto duly authorized.

T1 Energy Inc.

By: /s/ Joseph Evan Calio

Name: Joseph Evan Calio

Title: Chief Financial Officer

Dated: October 6, 2026

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
845 TEXAS AVENUE, SUITE 2300
HOUSTON, TEXAS 77002

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October 6, 2026

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T1 Energy Inc.
1211 E 4th St.
Austin, Texas 78702
409-599-5706

Re: T1 Energy Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special United States counsel to T1 Energy Inc., a Delaware corporation (the “Company”), in connection with the resale by the selling securityholder identified on Schedule 1 hereto (the “Selling Securityholder”) of up to 7,246,377 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), including (i) 5,000,000 shares of Common Stock (the “Issued Shares”) issued to Evervolt Green Energy Holding Pte, Ltd., a private company limited by shares organized under the laws of Singapore (“Evervolt”), as a portion of the consideration for the purchase by the Company of certain intellectual property and proprietary rights (collectively, the “Purchased Assets”) from Evervolt pursuant to an intellectual property purchase agreement (the “IP Purchase Agreement”), dated July 28, 2026, between the Company and Evervolt, and (ii) 2,246,377 shares of Common Stock (the “Abeyance Shares” and, together with the Issued Shares, the “Securities”) to be issued to Evervolt as a further portion of the consideration for the purchase of the Purchased Assets pursuant to the IP Purchase Agreement. The Company entered into the IP Purchase Agreement following its exercise of a call option granted to it by Evervolt under a call option letter agreement, dated July 27, 2026, between the Company and the Evervolt (the “Call Option Agreement”).

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-3ASR (File No. 333-292857) of the Company relating to the Securities and other securities of the Company filed on January 21, 2026 with the Securities and Exchange Commission (the “Commission”) under the Securities Act allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”), including the information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement being hereinafter referred to as the “Registration Statement”);

(b) the prospectus, dated January 21, 2026 (the “Base Prospectus”), which forms a part of and is included in the Registration Statement;

(c) the prospectus supplement, dated October 6, 2026 (together with the Base Prospectus, the “Prospectus”), relating to the offering of the Securities in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;

(d) an executed copy of the IP Purchase Agreement;

(e) an executed copy of the Call Option Agreement;

(f) an executed copy of the Transaction Agreement, dated as of November 6, 2024, among T1 Energy Inc. (f/k/a FREYR Battery, Inc.) and Trina Solar (Schweiz) AG (the “Trina Agreement”);

(g) an executed copy of the Amended and Restated Cooperation Agreement, dated as of December 29, 2025, by and between T1 Energy Inc. and Trina Solar (Schweiz) AG (the “Cooperation Agreement”);

(h) an executed copy of the letter agreement, dated as of September 25, 2026, by and between the Company and Evervolt (the “Beneficial Ownership Side Letter”), pursuant to which the issuance of the Abeyance Shares has been deferred;

(i) an executed copy of a certificate of Harold Callo, Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);

(j) copies of (i) the Company’s Amended and Restated Certificate of Incorporation, certified pursuant to the Secretary’s Certificate as being in effect on December 28, 2025, and (ii) the Company’s Amended and Restated Certificate of Incorporation of the Company, as amended (the “Certificate of Incorporation”), certified by the Secretary of State of the State of Delaware as of October 6, 2026 and certified pursuant to the Secretary’s Certificate as being in effect on July 20, 2026 and as of the date hereof;

(k) copies of the Company’s Third Amended and Restated Bylaws, certified pursuant to the Secretary’s Certificate as being in effect on the date of the resolutions referred to below and as of the date hereof; and

(l) a copy of certain resolutions of the Board of Directors of the Company, adopted on December 28, 2025 and July 20, 2026, certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and the Selling Securityholder and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and the Selling Securityholder and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. We have also assumed that the Company received the consideration for the Issued Shares set forth in the Transaction Agreements (as defined herein) and the applicable resolutions of the Board of Directors of the Company approving the issuance of all such Securities and the issuance of the Issued Shares has been registered in the Company’s share registry. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and the Selling Securityholder and others and of public officials including the facts and conclusions set forth in the Secretary’s Certificate and the Certificate of Incorporation and the factual representations and warranties contained in the Transaction Agreements.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

As used herein, (i) “Organizational Documents” means those documents listed in paragraphs (j) and (k) above and (ii) “Transaction Agreements” means the IP Purchase Agreement, Call Option Agreement and the Beneficial Ownership Side Letter.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that:

1. The Issued Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and are validly issued, fully paid and nonassessable.
2. The Abeyance Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and when issued and sold in accordance with the Transaction Agreements, will be validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per Abeyance Share.

In addition, in rendering the foregoing opinions we have assumed that:

(a) the Company's issuance of the Abeyance Shares does not and will not and the Company's issuance of the Issued Shares did not (i) violate any statute to which the Company or such issuance is subject (except that we do not make this assumption with respect to the DGCL), or (ii) constitute a violation of, or a breach under, or require the consent or approval of any other person under, any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Organizational Documents, the Transaction Agreements or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement or included as exhibits to the Company's Annual Report on Form 10-K for the year ended December 31, 2025, although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such agreements or instruments), and we have further assumed that the Company will continue to have sufficient authorized shares of Common Stock;

(b) the Company's authorized capital stock is as set forth in the Certificate of Incorporation and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations; and

(c) we call to your attention that the Trina Agreement, Cooperation Agreement and Transaction Agreements are expressed to be governed by laws other than those with respect to which we express our opinion ("Non-Opined on Laws") and the opinions expressed herein are based solely upon our understanding of the language contained in such Trina Agreement, Cooperation Agreement and Transaction Agreements under the laws of the State of New York and we have not considered any substantive provisions of such Non-Opined on Laws that may be incorporated by reference therein or supplied by such laws. We do not assume any responsibility for any interpretation thereof inconsistent with such understanding and we have not consulted attorneys admitted in any other jurisdiction (including any jurisdiction where we or our affiliated firms have offices).

This opinion letter shall be interpreted in accordance with customary practice of United States lawyers who regularly give opinions in transactions of this type.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the Prospectus. We also hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations. This opinion letter is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

Schedule I

Selling Securityholder	Maximum Number of Securities to be Offered
Evervolt Green Energy Holding Pte, Ltd.	7,246,377 shares of Common Stock
