**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 28, 2026**

**T1 Energy Inc.**
(Exact name of registrant as specified in its charter)

| **Delaware** | **001-41903** | **93-3205861** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (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 an automatic shelf registration statement on Form S-3ASR (File No. 333-292857) (the "Registration Statement"). On August 28, 2026, the Company filed a prospectus supplement (the "Resale 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"), issuable upon conversion of the Company's outstanding 4.75% Convertible Senior Notes due 2031 (the "Convertible Notes"), issued under the indenture, dated as of July 31, 2026, between the Company and U.S. Bank Trust Company, National Association, as trustee. The shares of common stock registered for resale pursuant to the Resale Prospectus Supplement consist of 32,258,059 shares of common stock that may be issued to the selling stockholders (the "Selling Stockholders") upon the conversion of the Convertible Notes, assuming physical settlement will apply to all such conversions and including the maximum number of make-whole shares that may be issued pursuant to the terms of the Convertible Notes as described in the Resale Prospectus Supplement.

The filing of the Resale Prospectus Supplement is not itself a sale of securities by the Selling Stockholders and does not necessarily mean that the Convertible Notes will be converted into shares of common stock or that the Selling Stockholders will choose to sell any shares of common stock. If any shares of common stock are sold by the Selling Stockholders, the Company would not receive any proceeds from that sale. No securities will be issued or sold by the Company pursuant to the Resale 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 Resale 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: August 28, 2026

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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August 28, 2026

T1 Energy Inc.
1211 E 4th St.
Austin, Texas 78702

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 stockholders identified on Schedule A hereto (the "Selling Stockholders") of up to 32,258,059 shares (the "Securities") of the Company's common stock, par value $0.01 per share (the "Common Stock"), issuable upon conversion of the Company's outstanding 4.75% Convertible Senior Notes due 2031 (the "Convertible Notes"), issued under the Indenture, dated as of July 31, 2026 (the "Indenture"), between the Company and U.S. Bank Trust Company, National Association, as trustee (in such capacity, the "Trustee"), to the Selling Stockholders pursuant to the Note Purchase Agreements, each dated as of July 29, 2026, between the Company and the respective Selling Stockholder named therein (the "Note Purchase Agreements").

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 August 28, 2026 (together with the Base Prospectus, the "Prospectus"), relating to the resale of the Securities, in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;

(d) executed copies of each of the Note Purchase Agreements;

(e) an executed copy of the Indenture;

(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 a certificate of Harold Callo, Secretary of the Company, dated the date hereof (the "Secretary's Certificate");

(i) copies of (i) the Company's Amended and Restated Certificate of Incorporation of the Company, certified pursuant to the Secretary's Certificate as being in effect on December 28, 2025, and (ii) the 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 August 28, 2026 and certified pursuant to the Secretary's Certificate as being in effect on July 26, 2026, July 28, 2026 and July 29, 2026 and as of the date hereof;

(j) a copy 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

(k) copies of certain resolutions of the Board of Directors of the Company, adopted on December 28, 2025, July 26, 2026 and July 28, 2026 and certain resolutions of the Financing Transaction Committee of the Board of Directors of the Company, adopted on July 29, 2026, in each case 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 Stockholders and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and the Selling Stockholders 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. 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 Stockholders 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 Note Purchase 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, (a) "Transaction Documents" means the Note Purchase Agreements and the Indenture and (b) "Organizational Documents" means those documents listed in paragraphs (i) and (j) above.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Securities have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and, when issued upon conversion of the Convertible Notes in accordance with the terms of the Indenture, will be validly issued, fully paid and nonassessable.

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

(a) the Company's issuance of the Securities does not and will 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 Documents 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;

(c) we call to your attention that the Trina Agreement and Cooperation Agreement are expressed to be governed by laws other than those with respect to which we express our opinion ("Non-Opined on Laws") and the opinion expressed herein is based solely upon our understanding of the language contained in such Trina Agreement and Cooperation Agreement 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); and

(d) in rendering the opinion set forth above, we have assumed that the Conversion Price (as defined in the Indenture) will be at least equal to the par value of the Securities at the time of conversion.

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

MSH

## Schedule A

Adage Capital Partners, L.P.
Citadel Multi-Asset Master Fund Ltd.
Context Partners Master Fund, L.P.
D.E. Shaw Valence Portfolios, L.L.C.
D.E. Shaw Cogence Portfolios, L.L.C.
Franklin K2 Alternative Strategies Fund
Franklin Templeton Investment Funds – Franklin K2 Alternative Strategies Fund
JNL Multi-Manager Alternative Fund, a sub fund of JNL Series Trust
Lazard Converts Absolute Return, LP
Lazard Converts Absolute Return, LP (LCAR)
Lazard Enhanced Opportunities Portfolio
Lazard Rathmore Absolute Return Fund, Ltd.
Lazard Rathmore Alternative Fund
Lazard Rathmore Converts, LP
Lazard Rathmore Plus Master Fund, L.P.
Linden Advisors LP
PACE Select Advisors Trust - PACE Alternative Strategies Investments
Two Sigma Horizon Portfolio, LLC