

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2023

Commission File Number: 001-40588

Marti Technologies, Inc.
(Translation of registrant's name into English)

Buyukdere Cd. No: 237
Maslak, 34485
Sariyer/Istanbul, Turkiye
+0 (850) 308 34 19
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXPLANATORY NOTE

On November 21, 2023, Marti Technologies, Inc. (the "Company") issued a press release, furnished as Exhibit 99.1, announcing the commencement of (i) its offer to each holder of its outstanding public warrants and private warrants, each such warrant to purchase its Class A ordinary shares, par value \$0.0001 per share (collectively, the "Warrants"), of the opportunity to receive \$0.10 in cash, without interest, for each outstanding Warrant tendered by the holder pursuant to the offer (the "Offer to Purchase"), and (ii) the solicitation of consents (the "Consent Solicitation") from holders of the outstanding Warrants to amend the Warrant Agreement, dated as of July 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company, which governs all of the Warrants (the "Warrant Amendment"). If approved, the Warrant Amendment would permit the Company to redeem each outstanding Warrant for \$0.07 in cash, without interest, which is 30% less than the purchase price applicable to the Offer to Purchase. The Offer to Purchase and Consent Solicitation are made solely upon the terms and conditions in an Offer to Purchase and Consent Solicitation and other related offering materials that are being distributed to holders of the Warrants. The Offer to Purchase and Consent Solicitation will be open until 12:00 midnight, Eastern Time, at the end of the day on December 19, 2023, or such later date to which the Company may extend the Offer to Purchase and Consent Solicitation.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated November 21, 2023, announcing the commencement of an offer to purchase and consent solicitation relating to its warrants.

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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.

Marti Technologies, Inc.

Date: November 21, 2023

By: /s/ Oguz Alper Oktem
Name: Oguz Alper Oktem
Title: Chief Executive Officer

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Marti Announces Commencement of an Offer to Purchase and Consent Solicitation Relating to its Warrants

Istanbul, Türkiye, November 21, 2023— Marti Technologies, Inc. (“Marti” or the “Company”) (NYSE American: MRT), Türkiye’s leading mobility app, today announced that it has commenced an offer to purchase (the “Offer”) all of its outstanding public warrants and private warrants (collectively, the “Warrants”) to purchase its Class A ordinary shares, par value \$0.0001 per share (“Ordinary Shares”), at a purchase price of \$0.10 in cash, without interest. The purpose of the Offer is to reduce the number of Ordinary Shares that would become outstanding upon the exercise of Warrants, thus providing investors and potential investors with greater certainty as to the Company’s capital structure.

Marti is also soliciting consents (the “Consent Solicitation”) to amend the Warrant Agreement, dated July 8, 2021, by and between the Company and Continental Stock Transfer & Trust Company (“Continental”) (the “Warrant Agreement”), which governs all of the Warrants, to permit Marti to redeem each Warrant that is not tendered in connection with the Offer for \$0.07 in cash, without interest, which is 30% less than the price applicable to the Offer (such amendment, the “Warrant Amendment”). Pursuant to the terms of the Warrant Agreement, the adoption of the Warrant Amendment will require the consent of holders of at least a majority of the then-outstanding public warrants, as it relates to the public warrants, and at least a majority of the then-outstanding private warrants, as it relates to the private warrants. Parties representing approximately 26% of the outstanding public warrants and 95% of the outstanding private warrants have agreed to tender their Warrants in the Offer and consent to the Warrant Amendment in the Consent Solicitation. Accordingly, if holders of an additional 34% of the outstanding public warrants consent to the Warrant Amendment in the Consent Solicitation and the Warrant Amendment is adopted, Marti intends to issue a notice of redemption to redeem the remaining outstanding Warrants as provided in the Warrant Agreement as soon as possible after the consummation of the Offer, which would result in the holders of any remaining outstanding Warrants receiving approximately 30% less cash than if they had tendered their Warrants in the Offer.

The Offer will be open until 12:00 midnight, Eastern Time, at the end of the day on December 19, 2023 (the “Expiration Date”), unless extended or earlier terminated by Marti. Tendered Warrants may be withdrawn by holders at any time prior to the Expiration Date. The Offer is not conditioned upon any minimum number of Warrants being tendered in the Offer. The Offer is, however, subject to other conditions described in the Offer Documents (as defined below).

The Offer and Consent Solicitation are being made pursuant to an Offer to Purchase dated November 21, 2023, and Schedule TO, dated November 21, 2023 (together with any exhibits and documents incorporated by reference thereto, the “Offer Documents”), each of which have been filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) and more fully set forth the terms and conditions of the Offer and Consent Solicitation.

The Company’s Ordinary Shares and public warrants are listed on the NYSE American under the symbols “MRT” and “MRT.WS,” respectively. As of November 21, 2023, a total of 14,437,489 Warrants were outstanding.

Marti has engaged Cantor Fitzgerald & Co. (“Cantor”) as the dealer manager for the Offer and Consent Solicitation. Morrow Sodali Global LLC (“Morrow Sodali”) has been appointed as the information agent for the Offer and Consent Solicitation, and Continental has been appointed as the depository for the Offer and Consent Solicitation. All questions concerning tender procedures and requests for additional copies of the offer materials, including the letter of transmittal and consent should be directed to Morrow Sodali at (800) 662-5200 (toll free).

Important Additional Information Has Been Filed with the SEC

Copies of the Offer Documents will be available free of charge at the website of the SEC at www.sec.gov. Requests for documents may also be directed to Morrow Sodali at (800) 662-5200 (toll free).

This announcement is for informational purposes only and shall not constitute an offer to purchase or a solicitation of an offer to sell the Warrants. The Offer and Consent Solicitation are being made only through the Offer Documents, and the complete terms and conditions of the Offer and Consent Solicitation are set forth in the Offer Documents.

Holders of the Warrants are urged to read the Offer Documents carefully before making any decision with respect to the Offer and Consent Solicitation because they contain important information, including the various terms of, and conditions to, the Offer and Consent Solicitation.

None of Marti, any of its management or its board of directors, or Cantor, Morrow Sodali, Continental or any other person makes any recommendation as to whether or not Warrant holders should tender Warrants in the Offer or consent to the Warrant Amendment in the Consent Solicitation. Warrant holders must make their own decision as to whether to tender their Warrants and, if so, how many Warrants to tender.

About Marti:

Founded in 2018, Marti is Türkiye’s leading mobility app, offering multiple transportation services to its riders. Marti operates a ride-hailing service that matches riders with car and motorcycle drivers, and operates a large fleet of rental e-mopeds, e-bikes, and e-scooters. All of Marti’s offerings are serviced by proprietary software systems and IoT infrastructure. For more information, visit www.marti.tech.

Cautionary Statement Regarding Forward-Looking Statements:

This press release includes “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, also known as the Private Securities Litigation Reform Act of 1995. Any express or implied statements contained in this press release that are not statements of historical fact and generally relate to future events, hopes, intentions, strategies, or performance may be deemed to be forward-looking statements, including but without limitation to statements regarding our ability to achieve the sustainability targets, goals, objectives or programs set forth under our sustainability strategy, “Move Forward. Together,” and descriptions of the Company’s plans, initiatives or objectives for future operations, or the timing of occurrence related to any of the foregoing. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “might,” “possible,” “believe,” “predict,” “potential,” “continue,” “aim,” “strive,” and similar expressions may identify such forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

These forward-looking statements involve known and unknown risks, uncertainties, assumptions, and other factors that may cause actual results to differ materially from statements made in this press release, including the number of Warrant holders that respond and elect to participate in the Offer and Consent Solicitation; Marti’s ability to consummate the Offer and Consent Solicitation; and Marti’s ability to recognize the anticipated benefits of the Offer and Consent Solicitation; changes in applicable laws or regulations, including those that pertain to tender offers and other important factors discussed under the caption “Risk Factors” in the Company’s Registration Statement on Form F-1 (including the documents incorporated by reference therein), which was declared effective by the Securities and Exchange Commission (the “SEC”) on October 27, 2023, as such factors may be updated from time to time in the Company’s other filings with the SEC, accessible on the SEC’s website at www.sec.gov and the “SEC Filings” section of the Company’s website at <https://ir.marti.tech>. Any investors should carefully consider the risks and uncertainties described in the documents filed by the Company from time to time with the SEC as most of the factors are outside the Company’s control and are difficult to predict. As a result, the Company’s actual results may differ from its expectations, estimates and projections and consequently, such forward-looking statements should not be relied upon as predictions of future events. All information provided

in this release is based on information available to the Company as of the date of this press release and any forward-looking statements contained herein are based on assumptions that the Company believes are reasonable as of this date. Undue reliance should not be placed on the forward-looking statements in this press release, which are inherently uncertain. The Company undertakes no duty to update this information unless required by law.

Investor Contact

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Source: Marti Technologies, Inc.
