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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of February 2026

Commission file number: 001-42124

GAUZY LTD.

(Translation of registrant's name into English)

14 Hathiya Street

Tel Aviv, Israel

(Address of principal executive offices)

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

CONTENTS

Nasdaq Deficiency Letter

On February 3, 2026, Gauzy Ltd. (the “Company”) received a letter from the Listing Qualifications staff of The Nasdaq Stock Market (“Nasdaq”) notifying the Company that it is not in compliance with Nasdaq’s continued listing requirements related to board and committee independence under Nasdaq Listing Rules 5605(b)(1), 5605(c)(2), and 5605(d)(2).

Under Nasdaq rules, Gauzy has 45 calendar days, until March 20, 2026, to either appoint sufficient candidates to its Board of Directors to meet the Nasdaq listing requirements or to submit to Nasdaq a plan to regain compliance. If Nasdaq accepts the Company’s plan, Nasdaq may grant an extension of up to 180 calendar days from the date of the notice for the Company to evidence compliance. If Nasdaq fails to accept a compliance plan presented by the Company, the Company will receive written notification that its securities are subject to delisting, and it would have the right to a hearing before an independent panel pursuant to the procedures set forth in the applicable Nasdaq Listing Rules. The hearing request would stay any suspension or delisting action pending the conclusion of the hearing process. However, there can be no assurance, if the Company does appeal the determination by Nasdaq to the hearings panel, that such appeal would be successful.

The Company is actively engaged in the process of identifying and evaluating qualified independent director candidates and remains committed to maintaining strong corporate governance practices. However, there can be no assurances that the Company would ultimately be able to regain compliance with all applicable requirements for continued listing on Nasdaq in the applicable time period.

On February 6, 2026, the Company issued a press release announcing receipt of the deficiency letter. A copy of this press release is attached to this Report on Form 6-K (this “Report”) as Exhibit 99.1 and is incorporated herein by reference.

The information in this Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

EXHIBIT INDEX

Exhibit No.

99.1 [Press release dated February 6, 2026.](#)

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.

Gauzy Ltd.

Date: February 6, 2026

By: /s/ Eyal Peso

Name: Eyal Peso

Title: Chief Executive Officer

Gauzy Ltd. Announces Receipt of Nasdaq Notice Regarding Board Composition Requirements

Tel Aviv, Israel – February 6, 2026 – Gauzy Ltd. (NASDAQ: GAUZ) (“Gauzy” or the “Company”), a global leader in vision and light control technologies, today announced that it has received a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it is not in compliance with Nasdaq’s continued listing requirements related to board and committee independence. This press release is issued pursuant to Nasdaq Listing Rule 5810(b), which requires prompt disclosure of receipt of a deficiency notification. The notification has no immediate effect on the listing of the Company’s ordinary shares, which will continue to trade uninterrupted on Nasdaq under the ticker “GAUZ.”

The notice was issued following the recent resignations of two members of the Company’s Board of Directors, which resulted in the Board being comprised solely of non-independent directors. As a result, the Company does not currently meet the continued listing requirements under Nasdaq Listing Rules 5605(b)(1), 5605(c)(2), and 5605(d)(2), which relate to the composition of the Board of Directors and the audit and compensation committees.

Under Nasdaq rules, Gauzy has 45 calendar days, until March 20, 2026, to either appoint sufficient candidates to its Board of Directors to meet the Nasdaq listing requirements or to submit to Nasdaq a plan to regain compliance. If Nasdaq accepts the Company’s plan, Nasdaq may grant an extension of up to 180 calendar days from the date of the notice for the Company to evidence compliance. If Nasdaq fails to accept a compliance plan presented by the Company, the Company will receive written notification that its securities are subject to delisting, and it would have the right to a hearing before an independent panel pursuant to the procedures set forth in the applicable Nasdaq Listing Rules. The hearing request would stay any suspension or delisting action pending the conclusion of the hearing process. However, there can be no assurance, if the Company does appeal the determination by Nasdaq to the hearings panel, that such appeal would be successful.

The Company is actively engaged in the process of identifying and evaluating qualified independent director candidates and remains committed to maintaining strong corporate governance practices. However, there can be no assurances that the Company would ultimately be able to regain compliance with all applicable requirements for continued listing on Nasdaq in the applicable time period.

About Gauzy

Gauzy Ltd. is a fully-integrated light and vision control company, focused on the research, development, manufacturing, and marketing of vision and light control technologies that are developed to support safe, sustainable, comfortable, and agile user experiences across various industries. Headquartered in Tel Aviv, Israel, the company has additional subsidiaries and entities based in Germany, France, the United States, Canada, China, Singapore, and the United Arab Emirates. Gauzy serves leading brands across aeronautics, automotive, and architecture in over 60 countries through direct fulfillment and a certified and trained distribution channel.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements contained in this press release include, but are not limited to, statements regarding Gauzy's strategic and business plans, technology, relationships, objectives and expectations for its business, growth, the impact of trends on and interest in its business, intellectual property, products and its future results, operations and financial performance and condition and may be identified by the use of words such as "may," "seek," "will," "consider," "likely," "assume," "estimate," "expect," "anticipate," "intend," "believe," "do not believe," "aim," "predict," "plan," "project," "continue," "potential," "guidance," "objective," "outlook," "trends," "future," "could," "would," "should," "target," "on track" or their negatives or variations, and similar terminology and words of similar import, generally involve future or forward-looking statements. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements reflect Gauzy's current views, plans, or expectations with respect to future events and financial performance. They are inherently subject to significant business, economic, competitive, and other risks, uncertainties, and contingencies. Forward-looking statements are based on Gauzy's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict including, without limitation, the following: Gauzy's ability to meet stock exchange continued listing standards and remain listed on Nasdaq; Gauzy's ability to secure funding in order to maintain and support its operations; the outcome of the insolvency proceedings commenced in France and the overall impact they may have on the Company's operations and financial condition; Gauzy invests significant effort and capital seeking validation of its light and vision control products with OEMs and Tier 1 suppliers, mainly in the aeronautics and automobile markets, and there can be no assurance that it will win production models, which could adversely affect its future business, results of operations and financial condition; failure to make competitive technological advances will put Gauzy at a disadvantage and may lead to a negative operational and financial outcome; Gauzy being an early growth-stage company with a history of losses and its anticipation that it expects to continue to incur significant losses for the foreseeable future; its operating results and financial condition have fluctuated in the past and may fluctuate in the future; it is exposed to high repair and replacement costs; it may not be able to accurately estimate the future supply and demand for its light and vision control products, which could result in a variety of inefficiencies in its business and hinder its ability to generate revenue; if it fails to accurately predict its manufacturing requirements, it could incur additional costs or experience delays; the estimates and forecasts of market opportunity and market growth it provides may prove to be inaccurate, and it cannot assure that its business will grow at similar rates, or at all; it may be unable to adequately control the capital expenditures and costs associated with its business and operations; it may need to raise additional capital before it can expect to become profitable from sales of its light and vision control products, which such additional capital may not be available on acceptable terms, or at all, and failure to obtain this necessary capital when needed may force it to delay, limit or terminate its product development efforts or other operations; shortages in supply, price increases or deviations in the quality of the raw materials used to manufacture its products could adversely affect its sales and operating results; its business, financial condition and results of operations could be adversely affected by disruptions in the global economy caused by the ongoing conflict between Russia and Ukraine; it is subject to, and must remain in compliance with, numerous laws and governmental regulations across various countries concerning the manufacturing, use, distribution and sale of its light and vision control products, and some of its customers also require that it complies with other unique requirements relating to these matters; if it is unable to obtain, maintain and protect effective intellectual property rights for its products throughout the world, it may not be able to compete effectively in the markets in which it operates; the market price of its ordinary shares may be volatile or may decline steeply or suddenly regardless of its operating performance, and it may not be able to meet investor or analyst expectations; its indebtedness could adversely affect its ability to raise additional capital to fund operations, limit its ability to react to changes in the economy or its industry and prevent it from meeting its financial obligations; it has limited operating experience as a publicly traded company in the United States; conditions in Israel could materially and adversely affect its business; and any other risks and uncertainties, including, but not limited to, the risks and uncertainties in the Company's reports filed from time to time with the SEC, including, but not limited to, the risks detailed in the Company's Annual Report on Form 20-F filed with the SEC on March 11, 2025. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. The inclusion of forward-looking statements in this or any other communication should not be considered as a representation by Gauzy or any other person that current plans or expectations will be achieved. Forward-looking statements speak only as of the date on which they are made, and Gauzy undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments, or otherwise, except as otherwise required by law.

Contacts

Media:
Amanda Yevdaev
Gauzy Ltd.
press@gauzy.com
