

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549  
**SCHEDULE 14A**  
(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12



**INNOVATE**

**INNOVATE Corp.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials:
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



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**Online**



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**Stockholder Meeting Notice** 1234 5678 9012 345

**Important Notice Regarding the Availability of Proxy Materials for the INNOVATE Corp. Stockholder Meeting to be Held on Thursday, June 13, 2024.**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Notice and Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2023 are available at:**

**[www.investorvote.com/VATE](http://www.investorvote.com/VATE)**



**Easy Online Access – View your proxy materials and vote.**

- Step 1:** Go to [www.investorvote.com/VATE](http://www.investorvote.com/VATE).
- Step 2:** Click on the icon on the right to view meeting materials.
- Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**



**Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before June 3, 2024 to facilitate timely delivery.**



2 N O T

C O Y



## Stockholder Meeting Notice

**INNOVATE Corp. Annual Meeting of Stockholders will be held on June 13, 2024 virtually at [meetnow.global/MKNZZW5](https://meetnow.global/MKNZZW5) at 11:00 am ET.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2, 3, 4, 5, 6, 7, 8 and 9:**

1. Election of Directors:  
01 – Avram A. Glazer  
02 – Warren H. Gfeller  
03 – Brian S. Goldstein  
04 – Amy M. Wilkinson
2. To approve, on a non-binding, advisory basis, the compensation of our named executive officers (the "Say on Pay Vote").
3. To approve an amendment to the Company's Second Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to provide for exculpation of certain officers of the Company as permitted by recent amendments to Delaware law (the "Officer Exculpation Proposal").
4. To approve an amendment to the Certificate of Incorporation to increase the number of authorized shares of the Common Stock from 160,000,000 to 250,000,000 shares (the "Authorized Share Proposal").
5. To approve an amendment to the Certificate of Incorporation, to effect a reverse stock split of each outstanding share of Common Stock by a ratio of any whole number between 1-for-2 and 1-for-10, at any time prior to December 31, 2024, with the exact ratio to be set within that range at the discretion of our Board of Directors, without further approval or authorization of our stockholders (the "Reverse Stock Split Proposal").
6. To approve an amendment to the INNOVATE Corp. Second Amended and Restated 2014 Omnibus Equity Award Plan to increase the number of shares of Common Stock available for issuance thereunder (the "Second A&R 2014 Plan Proposal").
7. To approve the vesting on July 25, 2024, the first anniversary of the date on which his employment with the Company began, of restricted stock unit and stock option awards granted to our Interim Chief Executive Officer (the "Equity Award Vesting Proposal").
8. To approve the conversion of 31,285.7265 shares of the Company's Series C Non-Voting Participating Convertible Preferred Stock, par value \$0.001 per share (the "Series C Preferred Stock") into Common Stock in connection with the Rights Offering, to the extent that the issuance of Common Stock upon conversion of such shares of Series C Preferred Stock requires approval under the rules and regulations of the NYSE (the "Rights Offering Proposal").
9. To ratify the appointment of BDO USA, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 (the "Accounting Firm Proposal").
10. To consider and take action upon any other business that may properly come before the 2024 Annual Meeting or any continuations, postponements or adjournments thereof.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card.**



### **Here's how to order a copy of the proxy materials and select delivery preferences:**

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to [www.investorvote.com/VATE](https://www.investorvote.com/VATE).
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials INNOVATE Corp." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by June 3, 2024.