

# BOXABL and FG Merger II Corp. Sign Merger Agreement to Pursue a BOXABL Public Listing on NASDAQ

---

NEWS PROVIDED BY

**FG Merger II Corp. →**

Aug 05, 2025, 08:00 ET

---

LAS VEGAS and ITASCA, Ill., Aug. 5, 2025 /PRNewswire/ -- Boxabl Inc. (BOXABL), a leader in innovative housing solutions, and FG Merger II Corp. ("FGMC") (Nasdaq: **FGMC**), a publicly traded special purpose acquisition company, today announced that they have signed a definitive merger agreement. Upon closing of the merger, the newly combined company is expected to continue listing on the Nasdaq Stock Market under the symbol "BXBL." This marks a significant step forward in BOXABL's journey toward becoming a publicly listed company. To date, BOXABL has raised over \$230 Million from over 50,000 investors. There has also been significant interest in its products and vision to disrupt the current housing construction industry.

- Boxabl announces the signing of a merger agreement with FGMC to go public, following an expected successful closing
- FG Merger II Corp. is currently trading on Nasdaq under the ticker "FGMC"
- FGMC will change its name to BOXABL upon a successful closing

"We're excited to partner with FGMC, a highly reputable SPAC management team with an incredible track record, including a half dozen successful SPAC transactions. Equally important is the alignment with BOXABL's vision," said Galiano Tiramani, Founder and CEO of BOXABL. "This potential public listing could provide BOXABL with access to greater capital and broaden our platform to deliver affordable, sustainable housing at scale."



Larry G. Swets, Jr., the Chief Executive Officer of FGMC, stated, "The FG Merger team is excited to announce this transaction with BOXABL. We see significant value in bringing their disruptive product to address the housing market and we are particularly impressed with way Paolo and Galiano grew their business."

FGMC's reputation and expertise make it an ideal collaborator as BOXABL navigates this next phase of growth. The merger should allow BOXABL to expand production capabilities, invest in research and development, and meet growing global demand for its modular building systems.

### **Transaction Overview:**

- Existing shareholders will roll 100% of their equity in BOXABL into the combined company
- FGMC to issue 350,000,000 shares to BOXABL, valuing BOXABL at \$3.5 billion
- Transaction includes no minimum cash condition
- BOXABL is led by founders and Co-CEO's, Paolo and Galiano Tiramani who will continue to lead the combined company following the closing of transaction
- Additional information, including a copy of the agreement and plan of merger will be provided on a Form 8-K to be filed by FGMC, and a separate Form 8-K to be filed by BOXABL, with the SEC, available at [www.sec.gov/](http://www.sec.gov/).

### **Advisors**

Maxim Group LLC is acting as exclusive financial advisor to BOXABL. Winston & Strawn LLP is acting as legal advisor to BOXABL.

Loeb & Loeb LLP is acting as transaction counsel to FGMC.

### **About BOXABL**

BOXABL is transforming the housing market with its modular building systems designed to deliver affordable, high-quality homes at unprecedented speed. Founded in 2017, BOXABL's innovative approach has attracted worldwide attention as it aims to solve housing challenges for individuals and communities alike. BOXABL'S flagship product, the Casita, is a 361 square foot studio unit with a full kitchen, bathroom,

and utilities. The Casita unfolds on-site in less than an hour and is manufactured inside BOXABL's facilities. BOXABL also has announced the Baby Box, a smaller 120 square foot unit built to RV code, intended for simpler, no foundation-setups. BOXABL is also developing stackable and connectable box models that can be combined to form townhomes, multifamily units, or larger single-family homes.

### **About FG Merger II Corp.**

FG Merger II Corp. is a blank check company, also commonly referred to as a special purpose acquisition company, or SPAC, formed for the purpose of effecting a merger, share exchange, asset acquisition, share purchase, reorganization or similar business combination with one or more businesses or entities.

<https://fgmerger.com/>

### **Additional Information About the Proposed Transaction and Where to Find It**

Additional information about the transaction, including a copy of the merger agreement will be filed by FGMC in a Current Report on Form 8-K with the U.S. Securities and Exchange Commission (the "SEC"). The proposed transaction will be submitted to shareholders of FGMC for their consideration. FGMC intends to file a registration statement on Form S-4 (the "Registration Statement") with the SEC, which will include preliminary and definitive proxy statements to be distributed to FGMC's shareholders in connection with FGMC's solicitation of proxies for the vote by FGMC's shareholders in connection with the proposed transaction and other matters to be described in the Registration Statement, as well as the prospectus relating to the offer of the securities to be issued to BOXABL's shareholders in connection with the completion of the proposed transaction. After the Registration Statement has been filed and declared effective, a definitive proxy statement/prospectus and other relevant documents will be mailed to BOXABL stockholders and FGMC shareholders as of the record date established for voting on the proposed transaction. Before making any voting or investment decision, FGMC and BOXABL shareholders and other interested persons are advised to read, once available, the preliminary proxy statement/prospectus and any amendments thereto and, once available, the definitive proxy statement/prospectus, as well as other documents filed with the SEC by FGMC in connection with the proposed transaction, as these documents will contain important information about FGMC, BOXABL and the proposed transaction. Shareholders may obtain a copy of the preliminary or definitive proxy statement/prospectus, once available, as well as other

documents filed by FGMC with the SEC, without charge, at the SEC's website located at [www.sec.gov](http://www.sec.gov) or by directing a written request to FG Merger II Corp., 104 S. Walnut Street, Unit 1A, Itasca, Illinois 60143 or to BOXABL 5345 E North Belt Rd Las Vegas NV 89115

## **Forward-Looking Statements**

This press release includes "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements may be identified by the use of words such as "plan," "project," "will," "estimate," "intend," "expect," "believe," "target," "continue," "could," "may," "might," "possible," "potential," "predict" or similar expressions that predict or indicate future events or trends or that are not statements of historical matters. We have based these forward-looking statements on current expectations and projections about future events. These statements include: projections of market opportunity and market share; estimates of customer adoption rates and usage patterns; projections regarding the value of autonomous driving solutions; projections of development and commercialization costs and timelines; expectations regarding BOXABL's ability to execute its business model and the expected financial benefits of such model; expectations regarding BOXABL's ability to attract, retain, and expand its customer base; BOXABL's deployment of Casita; BOXABL's expectations concerning relationships with strategic partners, suppliers, governments, regulatory bodies and other third parties; future ventures or investments in companies, products, services, or technologies; development of favorable regulations and government incentives affecting BOXABL's markets; the potential benefits of the proposed transaction and expectations related to its terms and timing; and the potential for BOXABL to increase in value.

These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions, many of which are beyond the control of BOXABL and FGMC.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such statements. Such risks and uncertainties include: that BOXABL is pursuing an emerging technology, faces significant technical challenges and may not achieve commercialization or market acceptance; BOXABL's historical net losses and limited operating history; BOXABL's expectations regarding future financial performance, capital requirements and unit economics; BOXABL's use and reporting of business and

operational metrics; BOXABL's competitive landscape; BOXABL's dependence on members of its senior management and its ability to attract and retain qualified personnel; the capital requirements of BOXABL's business plans and the potential need for additional future financing; BOXABL's ability to manage growth and expand its operations; potential future acquisitions or investments in companies, products, services or technologies; BOXABL's reliance on strategic partners and other third parties; BOXABL's ability to maintain, protect and defend its intellectual property rights; risks associated with privacy, data protection or cybersecurity incidents and related regulations; the use and regulation of artificial intelligence and machine learning; uncertainty or changes with respect to laws and regulations; uncertainty or changes with respect to taxes, trade conditions and the macroeconomic environment; the combined company's ability to maintain internal control over financial reporting and operate a public company; the possibility that required regulatory approvals for the proposed transaction are delayed or are not obtained, which could adversely affect the combined company or the expected benefits of the proposed transaction; the risk that shareholders of FGMC could elect to have their shares redeemed, leaving the combined company with insufficient cash to execute its business plans; the occurrence of any event, change, or other circumstance that could give rise to the termination of the merger agreement; the outcome of any legal proceedings or government investigations that may be commenced against BOXABL or FGMC; failure to realize the anticipated benefits of the proposed transaction; the ability of FGMC or the combined company to issue equity or equity-linked securities in connection with the proposed transaction or in the future; and other factors described in FGMC's filings with the SEC. Additional information concerning these and other factors that may impact such forward-looking statements can be found in filings and potential filings by BOXABL, FGMC or the combined company resulting from the proposed transaction with the SEC, including under the heading "Risk Factors." If any of these risks materialize or assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. In addition, these statements reflect the expectations, plans and forecasts of BOXABL's and FGMC's management as of the date of this communication; subsequent events and developments may cause their assessments to change. While BOXABL and FGMC may elect to update these forward-looking statements at some point in the future, they specifically disclaim any obligation to do so. Accordingly, undue reliance should not be placed upon these statements.

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this communication, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

An investment in FGMC is not an investment in any of our founders' or sponsors' past investments, companies or affiliated funds. The historical results of those investments are not indicative of future performance of FGMC, which may differ materially from the performance of our founders' or sponsors' past investments.

### **Participants in the Solicitation**

FGMC, BOXABL and certain of their respective directors, executive officers and other members of management and employees may, under SEC rules, be deemed to be participants in the solicitation of proxies from FGMC's shareholders in connection with the proposed transaction. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of FGMC's and BOXABL's shareholders in connection with the proposed transaction will be set forth in proxy statement/prospectus when it is filed by FGMC and BOXABL with the SEC. You can find more information about FGMC's directors and executive officers in FGMC's final prospectus related to its initial public offering filed with the SEC on January 29, 2025 and in periodic reports filed by FGMC with the SEC. You can find more information about BOXABL's directors and executive officers in its Annual Report on Form 10-K, filed with the SEC on April 14, 2025. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests will be included in the proxy statement/prospectus when it becomes available. Shareholders, potential investors and other interested persons should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the sources described above.

### **No Offer or Solicitation**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication is not, and under no circumstances is to be construed as, a prospectus, an advertisement or a public offering of the securities described herein in the United States or any other jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, or exemptions therefrom. INVESTMENT IN ANY SECURITIES DESCRIBED HEREIN HAS NOT BEEN APPROVED BY THE SEC OR ANY

OTHER REGULATORY AUTHORITY NOR HAS ANY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE

**Contact**

FG Merger II Corp.

**[info@fgmerger.com](mailto:info@fgmerger.com)**

SOURCE FG Merger II Corp.