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): November 2, 2026

EVgo Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39572**	**85-2326098**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1661 East Franklin Avenue **El Segundo, CA**	**90245**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(877) 494-3833**

(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
Shares of Class A common stock, $0.0001 par value per share	EVGO	The Nasdaq Global Select Market

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 November 2, 2026, EVgo Inc. (the "Company") issued a press release announcing that its Board of Directors (the "Board") received an unsolicited and non-binding proposal (the "Proposal") from LS Power Equity Advisors, LLC and certain of its affiliates (collectively, "LS Power") to acquire all of the outstanding shares of the Company's Class A common stock not currently owned by LS Power for cash consideration of $2.00 per share. LS Power currently holds approximately 56% of the combined voting power of the Company's outstanding common stock.

Copies of the press release and the unsolicited, preliminary and non-binding proposal letter are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) ***Exhibits***

Exhibit Number	Description
99.1	Press release dated November 2, 2026.
99.2	Letter dated November 2, 2026 to the Board of Directors of the Company.
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.

EVgo Inc.

Date: November 2, 2026

By: */s/* Francine Sullivan
Name: Francine Sullivan
Title: Chief Legal Officer and EVP, Corporate Development

FOR IMMEDIATE RELEASE

EVGO CONFIRMS RECEIPT OF UNSOLICITED AND NON-BINDING TAKE PRIVATE PROPOSAL

LOS ANGELES, November 2, 2026 -- EVgo Inc. ("EVgo") (NASDAQ: EVGO), one of the nation's largest providers of public fast charging infrastructure for electric vehicles, today announced that its Board of Directors ("Board") received an unsolicited and non-binding proposal ("Proposal") from LS Power Equity Advisors, LLC and certain of its affiliates (collectively, "LS Power") to acquire all of the outstanding shares of EVgo's Class A common stock not currently owned by LS Power for cash consideration of $2.00 per share. LS Power currently holds approximately 56% of the combined voting power of EVgo's outstanding common stock. A copy of the Proposal is available as an exhibit to EVgo's Current Report on Form 8-K, which will be filed today with the Securities and Exchange Commission.

The Board has established a special committee composed of independent and disinterested directors to review and evaluate the Proposal. The special committee is authorized to retain independent advisors, including independent legal and financial advisors, to assist it in its work. No decisions have been made with respect to EVgo's response to the Proposal. There can be no assurance that any definitive agreement relating to any proposed transaction will be executed or as to the terms thereof, or that any transaction will be approved or consummated. EVgo does not intend to comment further or disclose any developments regarding the Proposal unless and until it deems further disclosure is appropriate or required. EVgo's shareholders do not need to take any action at this time.

About EVgo

EVgo Inc. (NASDAQ: EVGO) is one of the nation's largest and most highly utilized public fast charging providers. With more than 1,200 fast charging locations across 47 states, EVgo makes charging part of everyday life by partnering with leading businesses including retailers, grocery stores, rideshare operators and autonomous vehicle companies. EVgo is scaling nationwide, strategically deploying high-power chargers, including EVgo Superchargers, across the U.S. At its dedicated Innovation Lab, EVgo is developing its next-generation chargers, performing extensive interoperability testing and collaborating with leading automakers and industry partners to advance the EV charging industry and deliver a seamless charging experience.

Caution Concerning Forward Looking Statements

This press release contains forward-looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to certain risks, uncertainties, or other factors that are difficult to predict and could cause actual events or results to differ materially from those indicated in any such statements due to a number of risks and uncertainties. Those risks and uncertainties that could cause the actual events or results to differ from expectations contemplated by forward-looking statements include, among other things: risks and uncertainties relating to the unsolicited and non-binding take private proposal received from LS Power to acquire all of the outstanding shares of EVgo's Class A common stock not currently owned by LS Power, including the possibility that any such transaction may not be pursued, approved, or consummated on the proposed terms, within any anticipated timeframe, or at all; the special committee's review and evaluation of the Proposal;

the effect of the announcement of the Proposal on EVgo's business, stock price and relationships with customers, partners and employees; the risk of litigation relating to the Proposal or any proposed transaction; and those described under the heading "Risk Factors" and elsewhere in our most recent Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K filed with the Securities and Exchange Commission. Forward-looking statements are based on EVgo's management's current assumptions, expectations, and beliefs and are not guarantees of future performance. In light of these risks, uncertainties, and assumptions, actual results could differ materially and adversely from those anticipated or implied by the forward-looking statements. You should not rely on forward-looking statements as predictors of future results. Any forward-looking statements in this release are based on the limited information currently available to EVgo as of the date hereof, which is subject to change, and EVgo does not undertake any obligation to update these statements, even if new information becomes available in the future.

Contacts

For Investors:

investors@evgo.com

For Media:

press@evgo.com

Exhibit 99.2

LS Power Equity Advisors, LLC 250 W 55th Street 31st Floor New York, NY 10019

November 2, 2026

VIA EMAIL:

Board of Directors EVgo Inc.
1661 East Franklin Avenue El Segundo, California 90245

Dear Members of the Board of Directors,

LS Power Equity Advisors, LLC and certain of its affiliates (collectively, "LS Power", "we", "us" or "our") submit this proposal to acquire all of the outstanding shares of Class A common stock of EVgo Inc. (the "Company") that are not owned by us for a purchase price of $2.00 per share in cash (the "Proposal").

Our Proposal represents a 62% premium to the 30-day VWAP of the Company's shares of Class A common stock as of October 30, 2026 and a 59% premium to the closing price on the same date.

As you know, LS Power currently owns an aggregate of approximately 178 million shares of the Company's outstanding Class A common stock and Class B common stock, representing approximately 56% of the outstanding voting securities of the Company.

We anticipate utilizing a long-form merger structure (as opposed to a tender offer followed by a short-form merger) as we believe it allows for the most comprehensive disclosure of the proposed transaction to the Company's public shareholders and provides the Company's public shareholders with the ability to exercise their appraisal rights in connection with the proposed transaction.

We wish to emphasize that, in our capacity as a shareholder of the Company, we are only interested in acquiring the shares of the Company that we do not currently own, and accordingly we have no interest in a disposition or sale of our holdings in the Company, and we have no interest in participating in an alternative change of control transaction involving the Company.

It is our expectation that a fully empowered special committee comprised of independent and disinterested directors appointed by the Company's Board of Directors will consider our Proposal and make a recommendation to the Company's Board of Directors. We will not move forward with our Proposal unless it is recommended to the Company's Board of Directors by such special committee, advised by independent legal and financial advisors.

This Proposal is a non-binding expression of interest only, and we reserve the right to withdraw or modify our Proposal in any respect at any time. No legal obligation with respect to our Proposal or any other transaction shall arise unless and until mutually acceptable definitive transaction documentation is executed by the Company and us. We believe that time is of the essence and are prepared to move immediately to negotiate and finalize a transaction with the special committee.

We are available at your convenience to discuss any aspects of our Proposal.

Very truly yours,

LS Power Equity Advisors, LLC

By: /s/ David Nanus
Name: David Nanus
Title: President