
**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): April 05, 2024

CAMBIUM NETWORKS CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Cayman Islands
(State or Other Jurisdiction
of Incorporation)

001-38952
(Commission File Number)

00-000000
(IRS Employer
Identification No.)

c/o Cambium Networks, Inc.
2000 Center Drive, Suite East A401
Hoffman Estates, Illinois
(Address of Principal Executive Offices)

60192
(Zip Code)

Registrant's Telephone Number, Including Area Code: 345 814-7600

(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 |
|-------------------------------------|----------------------|---|
| Ordinary shares, \$0.0001 par value | CMBM | Nasdaq Global 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 4.01 Changes in Registrant’s Certifying Accountant.

(a) Dismissal of Former Independent Registered Public Accounting Firm

The Audit Committee (the “Committee”) of the Board of Directors of Cambium Networks Corporation (the “Company”) recently conducted a competitive selection process to determine the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The Committee invited several international public accounting firms to participate in this process, including KPMG LLP (“KPMG”), the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2023. As a result of this process, on April 5, 2024, the Committee approved the appointment of Grant Thornton LLP (“Grant Thornton”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. KPMG was dismissed as the Company’s independent registered public accounting firm on April 5, 2024.

The audit reports of KPMG on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2022 and 2023 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2022 and 2023, and the subsequent interim period through April 5, 2024, there were no disagreements (within the meaning of Item 304(a)(1)(iv)) with KPMG on any matters of accounting principles or practices, financial statement disclosure or auditing scope and procedures, which if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of such disagreement in their report on the Company’s consolidated financial statements for such year. There were no reportable events (as that term is described in Item 304(a)(1)(v) of Regulation S-K) during the two fiscal years ended December 31, 2022 and 2023, and the subsequent interim period through April 5, 2024, except that KPMG advised the Company of the following material weaknesses: the Company’s control environment was ineffective in identifying changes in risk and designing internal controls that are responsive to risks, resulting in certain process-level controls related to the determination of inventory excess and obsolescence reserve and recoverability of deferred tax assets not being designed effectively.

The Company has provided a copy of the foregoing disclosures to KPMG and requested that KPMG furnish it with a letter addressed to the Securities and Exchange Commission stating whether KPMG agrees with the above statements. A copy of KPMG’s letter, dated April 11, 2024, is filed as Exhibit 16.1 to this Form 8-K.

(b) Engagement of New Independent Registered Public Accounting Firm.

On April 5, 2024, the Audit Committee of the Board of Directors approved the appointment of Grant Thornton as the Company’s independent registered public accounting firm for the year ending December 31, 2024.

During the two most recent fiscal years and through the date of this Current Report, the Company has not consulted with Grant Thornton with respect to (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that would have been rendered on the Company’s consolidated financial statements, and no written report or oral advice was provided to the Company by Grant Thornton that Grant Thornton concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue, or (ii) or any other matters that was subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event as defined in Item 304(a)(1)(v) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 16.1 | Letter from KPMG LLP to the Securities and Exchange Commission dated April 11, 2024. |
| 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.

CAMBIUM NETWORKS CORPORATION

Date: April 11, 2024

By: /s/ SALLY J. RAU

Name: Sally Rau

Title: General Counsel



KPMG LLP
Aon Center
Suite 5500
200 E. Randolph Street
Chicago, IL 60601-6436

April 11, 2024

Securities and Exchange Commission
Washington, District of Columbia. 20549

Ladies and Gentlemen:

We were previously principal accountants for Cambium Networks Corporation and subsidiaries (the Company), and under the date of March 15, 2024, we reported on the consolidated financial statements of the Company as of and for the years ended December 31, 2023, 2022 and 2021. On April 5, 2024, we were dismissed.

We have read the Company's statements included under Item 4.01(a) of its Form 8-K dated April 11, 2024, and we agree with such statements except that we are not in a position to agree or disagree with the Company's statements regarding the selection process to identify its new public accounting firm or that the change was approved by the audit committee of the board of directors. Also, we are not in a position to agree or disagree with any statements in Item 4.01(b).

Very truly yours,

/s/ KPMG LLP

