

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): August 18, 2025 (August 15, 2025)

Empery Digital Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-40867  
(Commission  
File Number)

84-4882689  
(I.R.S. Employer  
Identification Number)

3121 Eagles Nest Street, Suite 120  
Round Rock, TX 78665  
(Address of principal executive offices and zip code)

(512) 400-4271  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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
Common Stock, par value \$0.00001 per share	EMPD	NASDAQ

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 7.01 Regulation FD Disclosure.

Press Release

On August 18, 2025, Empery Digital Inc. (the “Company”) issued a press release announcing that the Company had entered into a committed borrowing facility to help fund repurchases under the Company’s \$100 million share repurchase program.

The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Information.

On August 15, 2025, the Company entered into a committed borrowing facility providing the Company with immediate access to \$25 million to fund share repurchases by the Company under the Company’s previously announced \$100 million share repurchase program. Drawdowns on the facility will be at the sole option of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release, dated August 18, 2025</a>

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 18, 2025

**Empery Digital Inc.**  
(Registrant)

/s/ Greg Endo  
Greg Endo  
Chief Financial Officer

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**Empery Digital Secures \$25 Million Credit Facility to Fund Share Repurchases**

*Company Anticipates Additional \$75 million Facility for Total Funding availability \$100 Million*

*Low Fees on Share Repurchase Program*

*Empery Digital Acquires 25 Additional BTC and Now Holds Approximately 4,052 BTC*

**AUSTIN, Texas – August 18, 2025** – Empery Digital Inc. (NASDAQ: EMPD) (the “Company” or “Empery Digital”) today announced that it has entered into a committed borrowing facility to provide the Company with immediate access to \$25 million in USD for share repurchases.

Drawdowns on the facility are at the sole option of Empery Digital, providing management the flexibility to act decisively if the market presents an opportunity to repurchase shares below net asset value (NAV). The Company also anticipates securing an additional \$75 million in borrowing capacity through an uncommitted borrowing facility to fund share repurchases in excess of the \$25 million.

In addition, the Company today announced that it has amended its existing share repurchase agreement to decrease the fees to 1%, further demonstrating management’s focus on lowering its costs while increasing bitcoin per share.

“These facilities and the amended share repurchase agreement provide us with the flexibility to strategically leverage a modest portion of our BTC portfolio to increase bitcoin per share through opportunistic share repurchases if our share price trades below NAV,” said Ryan Lane, Co-CEO & Chairman of Empery Digital. “This approach is consistent with our stated strategy of increasing BTC per share regardless of whether our stock trades above or below NAV.”

**BTC Holdings Update**

Additionally, the Company today announced that since the last press release on August 12, 2025, the Company has acquired an additional 25.20 BTC for a total purchase price of \$3.0 million. As of the time of this release, the Company holds 4,051.90 BTC acquired for an aggregate purchase price of approximately \$476 million, reflecting an average purchase price of \$117,554 per BTC.

See real-time NAV Metrics on our dashboard here: <https://www.emperydigital.com/treasury-dashboard>

Follow us on X: @EMPD\_BTC

About Empery Digital Inc.

*Built on Principles, Powered by Blockchain*

Effective as of July 17, 2025, the Company adopted a bitcoin treasury strategy with the goal of becoming a leading, low cost, capital efficient, globally trusted aggregator of bitcoin. Empery Digital (formerly Volcon) was founded as the first all-electric power sports company sourcing high-quality and sustainable electric vehicles for the outdoor community. The power sports brand will operate under the brand name Empery Mobility. Empery Mobility electric vehicles are the future of off-roading, not only because of their environmental benefits but also because of their near-silent operation, which allows for a more immersive and enjoyable outdoor experience.

*Forward-Looking Statements*

This press release includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as "anticipate," "expect," "plan," "could," "may," "will," "believe," "estimate," "forecast," "goal," "project," and other words of similar meaning. These forward-looking statements address various matters including the statements relating to whether we will be able to obtain additional debt financing at terms that are acceptable for making share repurchases if our common stock is trading below NAV or if we will repurchase shares of our common stock at all. Each forward-looking statement contained in this press release is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statement. Applicable risks and uncertainties include, among others, changes in business, market, financial, political and regulatory conditions; risks relating to the Company's operations and business, including the highly volatile nature of the price of Bitcoin and other cryptocurrencies; the risk that the Company's stock price may be highly correlated to the price of the digital assets that it holds; risks related to increased competition in the industries in which the Company does and will operate; risks relating to significant legal, commercial, regulatory and technical uncertainty regarding digital assets generally; risks relating to the treatment of crypto assets for U.S. and foreign tax purpose, as well as those risks and uncertainties identified under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and other information the Company has or may file with the SEC, including those disclosed under Item 8.01 of the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on July 17, 2025.

We caution investors not to place considerable reliance on the forward-looking statements contained in this press release. You are encouraged to read our filings with the SEC, available at [www.sec.gov](http://www.sec.gov), for a discussion of these and other risks and uncertainties. The forward-looking statements in this press release speak only as of the date of this document, and we undertake no obligation to update or revise any of these statements. Our business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

**Empery Digital Contacts**

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