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): September 2, 2025 (August 29, 2025)

Empery Digital Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-40867**	**84-4882689**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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-14(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 8.01 Other Information.

On September 2, 2025, Empery Digital Inc. (the "**Company**") issued a press release providing an update regarding the Company's current Bitcoin holdings and repurchases by the Company under the previously announced stock repurchase program.

As previously announced, on July 25, 2025, the Company announced that its board of directors authorized a stock repurchase program such that the Company could repurchase up to $100 million of the Company's outstanding shares of common stock, par value $0.00001 per share over a 24-month period. As of August 29, 2025, 1,009,115 shares of the Company's common stock have been repurchased by the Company under the stock repurchase program at an average purchase price per share of $7.29 and approximately $93 million remains available for repurchase under this program.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	**Description**
99.1	Press Release, dated September 2, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Empery Digital Inc.
(Registrant)

Date: September 2, 2025

/s/ Greg Endo
Greg Endo
Chief Financial Officer

Exhibit 99.1

Empery Digital Announces Update on Share Repurchase Program

Empery Digital Has Repurchased Over 1 Million Shares

Empery Digital Acquires 17 Additional BTC and Now Holds Approximately 4,081 BTC

AUSTIN, Texas – September 2, 2025 – Empery Digital Inc. (NASDAQ: EMPD) (the "Company" or "Empery Digital") today announced an update on its previously authorized share repurchase program.

As of August 29, 2025, the Company has repurchased 1,009,115 shares of its common stock under its $100 million share repurchase program, at an average purchase price per share of $7.29, including all fees and commissions. This represents the maximum number of shares permitted to be repurchased in the open market pursuant to applicable securities laws since August 18, 2025. Following these repurchases, approximately $93 million remains available for future repurchases under the Company's existing share repurchase program.

Management remains committed to increasing bitcoin per share for its shareholders through accretive share repurchases at prices below net asset value (NAV). Repurchases were funded using the previously announced $25 million committed borrowing facility, of which $8 million has been drawn to date.

BTC Holdings Update

Additionally, the Company today announced that since the last press release on August 25, 2025, the Company has acquired an additional 16.51 BTC for a total purchase price of $1.8 million. As of the time of this release, the Company holds 4,081.39 BTC acquired for an aggregate purchase price of approximately $480 million, reflecting an average purchase price of $117,517 per BTC.

See real-time NAV Metrics and other meaningful information 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 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 and potential future share repurchases. 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 U.S. Securities and Exchange Commission, including those identified under the heading "Risk Factors" in the Company's Quarterly Reports on Form 10-Q for the three months ended March 31, 2025 and June 30, 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, 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.

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