

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): February 9, 2026 (February 6, 2026)

Empery Digital Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

005-93076
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 Events.

On February 9, 2026, Empery Digital Inc. (the "**Company**") issued a press release providing an update on common stock repurchases by the Company under the Company's stock repurchase program and an update on the BTC the Company holds.

As of February 6, 2026, the Company has repurchased 15,403,738 shares of its common stock under its \$200 million share repurchase program, at an average purchase price per share of \$6.71, including all fees and commissions. Following these repurchases, the current number of shares outstanding is 36,016,497, after giving effect to the potential exercise of 870,240 pre-funded warrants.

During the week ending February 6, 2026, the Company sold 357.7 BTC for an average price of \$67,907 per BTC, generating approximately \$24 million of gross proceeds. In addition to funding share repurchases, management intends to allocate a portion of sale proceeds to partially repay outstanding debt to prudently manage risk and release collateral given the recent increased volatility in bitcoin. The Company currently holds 3,723.7 BTC in its treasury.

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

99.1 [Press Release, dated February 9, 2026.](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Empery Digital Inc.

By: /s/ Greg Endo
Name: Greg Endo
Title: Chief Financial Officer

Date: February 9, 2026

Empery Digital Announces Update on Share Repurchase Program

Empery Digital Has Repurchased Over 15.4 Million Shares

AUSTIN, Texas – February 9, 2026 – Empery Digital Inc. (NASDAQ: EMPD) (the “Company” or “Empery Digital”) today announced an update on its previously authorized share repurchase program.

As of February 6, 2026, the Company has repurchased 15,403,738 shares of its common stock under its \$200 million share repurchase program, at an average purchase price per share of \$6.71, including all fees and commissions. Following these repurchases, the current number of shares outstanding is 36,016,497, after giving effect to the potential exercise of 870,240 pre-funded warrants.

During the week ending February 6, 2026, the Company sold 357.7 BTC for an average price of \$67,907 per BTC, generating approximately \$24 million of gross proceeds. In addition to funding share repurchases, management intends to allocate a portion of sale proceeds to partially repay outstanding debt to prudently manage risk and release collateral given the recent increased volatility in bitcoin. The Company currently holds 3,723.7 BTC in its treasury.

Management remains committed to maximizing per-share value and closing the NAV gap through opportunistic share repurchases at prices below NAV. At this time, the Company intends to leverage its balance sheet, including reducing its bitcoin holdings, to fund future share repurchases and potentially repay additional portions of outstanding borrowings.

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 Bitcoin

Empery Digital empowers progress by unlocking the transformative potential of digital asset management through blockchain. The Company employs a bitcoin treasury strategy focused on aggregating bitcoin and maximizing bitcoin per share while working to build a future where blockchain is the foundation of growth through transparency, efficiency, and accountability. As a company they apply themselves relentlessly by making disciplined decisions that drive long-term value for shareholders. For them, Bitcoin is not just another crypto format and blockchain isn't just another tool, they're fundamental drivers of progress.

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,” “intend,” “expect,” “plan,” “could,” “may,” “will,” “believe,” “estimate,” “forecast,” “goal,” “project,” and other words of similar meaning. These forward-looking statements address various matters, which may include without limitation statements relating to the sale of bitcoin and use of proceeds for repaying outstanding debt and share repurchases and whether it will increase NAV per share, whether we will be able to continue to generate proceeds from derivative trades and whether we will be able to continue reducing corporate expenses. 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, June 30, 2025 and September 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.

Empery Digital Contacts

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