

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): July 1, 2026 (July 1, 2026)

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)

2512 W Pecan St, Unit 230
Pflugerville, TX 78660
(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.

On July 1, 2026, Empery Digital Inc. (the “Company”) issued a press release providing additional information regarding the capital needs associated with the Company’s previously announced indirect investment in the Midwest property. A copy of the press release is attached hereto as Exhibit 99.1 and is 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 Events.

As previously announced, the Company acquired a 25% equity interest in EMHU, LLC, a Delaware limited liability company (the “Partnership”), which has executed a definitive agreement to purchase 100% of the equity interests of the current holder of a fee simple title to a property in the Midwest (the “Property”), expected to close in the third quarter of 2026, subject to certain customary closing conditions. The Company expects to fund its \$65 million committed investment in the Partnership from its balance sheet and does not intend to issue equity at or near current share price levels. Pursuant to a non-binding letter of intent executed with a potential tenant of the Property, the Company expects the Partnership to execute a definitive lease with a globally recognized leading provider of compute pursuant to which the potential tenant will fund the conversion of the existing building into a state of the art data center and pay for all associated power usage and operating costs.

The Company intends to continue allocating capital to similar opportunities that it believes deliver significant value to all shareholders. The Company still holds bitcoin but does not currently plan to accumulate more bitcoin and may sell bitcoin to fund this and similar future opportunities.

Forward-Looking Statements

This Current Report on Form 8-K 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, without limitation, statements relating to the closing of the Property acquisition and the timing thereof; the conversion of the Property into a data center and the capital needs associated therewith; the Partnership executing a definitive agreement with the same or similar terms to the non-binding letter of intent; the Company’s plans for future data center-related opportunities; the Company’s plans for future capital allocation; the Company’s bitcoin strategy, and statements relating to the Company’s ability to create long-term value for shareholders. Each forward-looking statement contained in this Current Report on Form 8-K 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 Partnership’s ability to fund the acquisition of the Property; reduced demand for data centers or decreases in information technology spending; increased competition or available supply of data center capacity; delays or disruptions in connectivity or availability of power; deterioration in the relationship between the Company and Hunt Properties or the potential tenant; 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 with 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 purposes, 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, 2025, and other information the Company has or may file with the U.S. Securities and Exchange Commission. We caution investors not place undue reliance on the forward-looking statements contained in this Current Report on Form 8-K. 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 Current Report on Form 8-K 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued on July 1, 2026.
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.

EMPERY DIGITAL INC.

Date: July 1, 2026

/s/ Greg Endo
Greg Endo
Chief Financial Officer

FOR IMMEDIATE RELEASE

Empery Digital Provides Additional Information Regarding Capital Needs and Go-Forward Capital Allocation Strategy*LOI Tenant to Fund All Data Center Build Out & Operating Costs**No Equity Issuances Anticipated at or Near Current Share Price Levels**Company Expects to Continue to Allocate Capital Towards Similar Hyperscaler-Anchored Opportunities*

AUSTIN, Texas--(BUSINESS WIRE)--Empery Digital Inc. (NASDAQ: EMPD) (the "Company" or "Empery Digital") today provided additional information regarding the capital needs associated with its investment in the Midwest facility to be converted into a state-of-the-art AI data center. **Empery Digital's funding obligations are limited to the \$65 million required to close its 25% ownership in the private entity that is acquiring the Midwest facility.** Pursuant to the terms of the non-binding LOI, which outlines the expected triple net lease arrangement, the data center build-out costs, power usage and operating costs will be funded solely by the potential tenant.

- **Empery Digital currently has the capital required to fund the \$65 million investment from its balance sheet and does not intend to issue equity at or near current share price levels.** The Company believes that its current net asset value meaningfully exceeds its current market valuation, and that the incremental value associated with the investment in a hyperscaler-anchored property materially increases that valuation gap.
- **Empery Digital intends to continue allocating capital to similar opportunities that it believes deliver significant value to all shareholders.** The Company still holds bitcoin but does not currently plan to accumulate more bitcoin and may sell bitcoin to fund this and similar future opportunities.

"This investment is a noteworthy opportunity that we believe creates real, lasting value for shareholders because it doesn't require us to go back to the market for additional capital as the tenant bears the full costs of the data center build out, power-usage and operations," said Ryan Lane, Co-Chief Executive Officer of Empery Digital. "Going forward, we plan to continue to allocate capital to similar hyperscaler-anchored opportunities that we believe significantly enhances our balance sheet and delivers maximum value for all shareholders over the long term."

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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 include, without limitation, the expected capital needs associated with the conversion of the Midwest facility into a data center, the Company completing the investment in the private entity purchasing the Midwest facility and the timing thereof; the conversion of the Midwest facility into a state-of-the-art AI data center property and the potential for the Midwest data center facility to increase its power capacity; the private entity executing a definitive triple net lease with the same or similar terms to the LOI; the Company's belief as to the value associated with the Company's investment in the Midwest facility; the Company's plans for future hyperscaler-anchored opportunities; the Company's plans for future capital allocation; the Company's plans with respect to its bitcoin holdings and investments; and statements relating to the Company's ability to create long-term value for shareholders. 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; reduced demand for data centers or decreases in information technology spending; increased competition or available supply of data center capacity; delays or disruptions in connectivity or availability of power; deterioration in the relationship between the Company and Hunt Properties or the potential tenant; 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 purposes, 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, 2025, and other information the Company has or may file with the U.S. Securities and Exchange Commission. 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.

Contacts

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