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 6, 2026 (July 6, 2026)

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)

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 1.01 Entry Into a Material Definitive Agreement.

On July 6, 2026, Empery Digital Inc. (the "Company") and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"), entered into an amendment (the "Amendment") to that certain Rights Agreement, dated as of February 3, 2025, between the Company and the Rights Agent (the "Rights Agreement").

The Amendment accelerates the expiration of the Company's preferred share purchase rights (the "Rights") under the Rights Agreement from the Close of Business (as such term is defined in the Rights Agreement) on February 2, 2027 to the Close of Business on July 6, 2026, and the Rights Agreement will terminate at such time. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement will expire. No Preferred Shares were issued and outstanding at the time of the Amendment.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached as Exhibit 4.1 hereto and incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 1.02.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 3.03.

In connection with the adoption of the Rights Agreement, on February 3, 2026, the Company filed a Certificate of Designations of Series A Preferred Stock with the Delaware Secretary of State setting forth the rights, powers and preferences of the Series A Preferred Stock issuable upon exercise of the Rights (the "Preferred Shares"). Promptly following the expiration of the Rights and the termination of the Rights Agreement, the Company will file a Certificate of Elimination (the “Certificate of Elimination”) with the Delaware Secretary of State eliminating the Preferred Shares and returning them to authorized but undesignated shares of the Company’s preferred stock.

The foregoing is a summary of the terms of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 and incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth above under Item 3.03 is hereby incorporated by reference into this Item 5.03.

Item 7.01 Regulation FD Disclosure.

On July 1, 2026, Empery Digital Inc. (the “**Company**”) issued a press release announcing the Amendment. 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 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Form of Certificate of Elimination of Series A Preferred Stock of Empery Digital Inc.
4.1	Amendment No. 1, dated as of July 6, 2026, to Rights Agreement, dated as of February 3, 2026, between Empery Digital Inc. and Computershare Trust Company, N.A., as rights agent.
99.1	Press release issued on July 6, 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 6, 2026

/s/ Greg Endo
Greg Endo
Chief Financial Officer

CERTIFICATE OF ELIMINATION

of

SERIES A PREFERRED STOCK

of

EMPERY DIGITAL INC.

Pursuant to Section 151(g) of the Delaware General Corporation Law

Empery Digital Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: That pursuant to the authority vested in the Board of Directors of the Corporation (the "Board of Directors") by the Amended and Restated Certificate of Incorporation of the Corporation, as amended and as effective as of the date hereof (the "Certificate of Incorporation"), the Board of Directors previously adopted resolutions creating and authorizing a series of 100,000 shares of preferred stock, par value $0.00001 per share, of the Corporation designated as Series A Preferred Stock (the "Series A Preferred Stock"), subject to the Certificate of Designations of Series A Preferred Stock (the "Certificate of Designations"), as filed with the Secretary of State of the State of Delaware on February 3, 2026.

SECOND: That none of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued by the Corporation pursuant to the Certificate of Designations.

THIRD: That pursuant to the authority conferred upon the Board of Directors pursuant to the Certificate of Incorporation, the Board of Directors duly adopted the following resolutions approving the elimination of the Series A Preferred Stock:

> **WHEREAS**: The Board previously adopted resolutions creating and authorizing a series of preferred stock designated as Series A Preferred Stock, subject to the Certificate of Designations of Series A Preferred Stock, as filed with the Secretary of State of the State of Delaware on February 3, 2026.
>
> **WHEREAS**: None of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued by the Corporation pursuant to the Certificate of Designations.
>
> **WHEREAS**: The Board has determined that it is advisable and in the best interests of the Corporation and its stockholders to eliminate the Series A Preferred Stock (the "Elimination").
>
> **RESOLVED**: That the Elimination hereby is authorized, approved, and adopted in all respects.
>
> **RESOLVED**: That each of the Co-Chief Executive Officers, the Chief Financial Officer and the Secretary of the Corporation, each at the time in office, is hereby authorized and directed, in the name and on behalf of the Corporation, to prepare, execute, and deliver to the Secretary of State of the State of Delaware a Certificate of Elimination as required by the DGCL in order to effect the cancellation and elimination of the Series A Preferred Stock, and any and all additional documents required to be filed therewith.

FOURTH: That, in accordance with Section 151(g) of the DGCL, the Certificate of Incorporation, as effective immediately prior to the filing of this Certificate of Elimination, is hereby amended to eliminate all references to the Series A Preferred Stock.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed and subscribed this Certificate of Elimination and does affirm the foregoing as true under the penalties of perjury on July 6, 2026.

EMPERY DIGITAL INC.

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

[*Signature Page to Certificate of Elimination*]

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

Amendment No. 1, dated as of July 6, 2026 (this "Amendment"), to Rights Agreement, dated as of February 3, 2026 (the "Rights Agreement"), between Empery Digital Inc., a Delaware corporation (the "Company"), and Computershare Trust Company, N.A., a federally chartered trust company (the "Rights Agent").

WITNESSETH

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company, acting at the direction of the Board of Directors, or a duly authorized committee of the Board of Directors, may from time to time, and the Rights Agent shall if the Company so directs in writing, supplement or amend the Rights Agreement without the approval of any holders of Right Certificates in order to cure any ambiguity, make any change to or delete any provision thereof or to adopt any other provisions with respect to the Rights which the Company may deem necessary or desirable; provided, that, from and after such time as any Person becomes an Acquiring Person, the Rights Agreement shall not be amended or supplemented in any manner which would adversely affect the interests of the holders of Rights (other than an Acquiring Person and its Affiliates and Associates); and

WHEREAS, the parties hereto desire to amend the Rights Agreement to advance the Final Expiration Date of the Rights to July 6, 2026.

NOW, THEREFORE, the parties hereto agree as follows:

1. The definition of "Final Expiration Date" set forth in Section 1.20 of the Rights Agreement is hereby amended and restated in its entirety as follows:

> "Final Expiration Date" means the Close of Business on July 6, 2026.

2. Exhibit B to the Rights Agreement shall be deemed amended in a manner consistent with this Amendment.

3. Capitalized terms used without other definition in this Amendment are used as defined in the Rights Agreement.

4. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

5. The Rights Agreement will not otherwise be supplemented or amended by virtue of this Amendment, but will remain in full force and effect.

6. This Amendment may be executed in any number of counterparts, and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment executed and/or transmitted electronically shall have the same authority, effect and enforceability as an original signature.

7. This Amendment shall be effective as of the date first written above and all references to the Rights Agreement shall, from and after such time, be deemed to be references to the Rights Agreement as amended hereby.

8. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies in his or her capacity as an officer on behalf of the Company to the Rights Agent that this Amendment is in compliance with the terms of Section 27 of the Rights Agreement, and such certification shall be deemed a certificate which complies with Section 20.2 of the Rights Agreement.

9. By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amendment has been duly executed by the Company and the Rights Agent as of the date first written above.

Empery Digital Inc.

By: /s/ Greg Endo
Name: Greg Endo
Title: CFO

[Signature Page to Amendment No. 1 to Rights Agreement]

Computershare Trust Company, N.A.

By: /s/ Fred Papenmeier
Name: Fred Papenmeier
Title: Vice President & Manager

[Signature Page to Amendment No. 1 to Rights Agreement]

Exhibit 99.1

Empery Digital Terminates Limited-Duration Shareholder Rights Plan

AUSTIN, Texas, July 6, 2026 -- (BUSINESS WIRE) -- Empery Digital Inc. (NASDAQ: EMPD) (the "Company" or "Empery Digital") announced today that the Company's Board of Directors (the "Board") approved an amendment to the Company's stockholder rights plan (the "rights plan") to accelerate the expiration date to the close of business on July 6, 2026. The rights plan was scheduled to expire on February 2, 2027.

In deciding to terminate the rights plan, the Board determined that maintaining the rights plan is no longer necessary at this time to serve the best interests of all stockholders. In making its determination, the Board considered the circumstances that led to the adoption of the rights plan, the Company's recent developments and other factors that the Board deemed important in consideration of shareholder interest and the long term success of the Company.

The Board is committed to acting in the best interests of all shareholders and will evaluate, from time to time, whether to adopt a new stockholder rights plan in order to best position the Board to fulfill its fiduciary duties.

Stockholders are not required to take any action as a result of the expiration of the rights plan. In connection with the expiration of the rights plan, Empery Digital will be taking routine actions to effectuate the termination of the rights plan. These actions are administrative in nature and will have no effect on Empery Digital's common stock, which continues to be listed on Nasdaq.

About Empery Digital

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 "plan," "could," "may," "will," "believe," "project," and other words of similar meaning. These forward-looking statements address various matters, which include, without limitation, the circumstances relating to the termination of the Company's stockholder rights plan; the potential for the Company to in the future adopt a new stockholder rights plan; any market purchases of the Company's capital stock; 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 circumstances relating to the need for a stockholder rights plan; 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 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.

Empery Digital Contacts
For Sales: sales@emperydigital.com
For Investors: investors@emperydigital.com
For Marketing: marketing@emperydigital.com
For Media: Nicholas Leasure / Jacqueline Zuhse: teamemperydigital@reevemark.com