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): October 26, 2026 (October 23. 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 7.01 Regulation FD Disclosure.

On October 26, 2026, Empery Digital Inc. (the "**Company**") issued a press release announcing the resumption of purchases under the Company's stock repurchase program and certain other corporate updates. 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.

During the week ending October 23, 2026, the Company repurchased 122,955 shares of its common stock under its $200 million stock repurchase program at an average price of $2.89 per share, including fees and commissions. As of October 23, 2026, the Company has repurchased an aggregate of 26,363,499 shares of its common stock.

Following these repurchases, Empery Digital has 29,694,955 shares outstanding, after giving effect to the potential exercise of 1,653,686 pre-funded warrants, and approximately $50 million remains available under the Company's stock repurchase program.

As of October 23, 2026, the Company held 1,018 bitcoin, approximately $70 million in cash and approximately $35 million in debt.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	**Description**

99.1	Press release issued on October 26, 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: October 15, 2026

/s/ Greg Endo
Greg Endo
Chief Financial Officer

Empery Digital Resumes Share Repurchases and Provides Update on Capital Allocation Priorities and Midwest Data Center Investment

Balance Sheet Provides Flexibility to Resume Accretive Share Repurchases While Maintaining Sufficient Capital to Execute on AI Infrastructure Opportunities

Midwest AI Data Center Lease Execution Expected in the Near Term

AUSTIN, Texas – October 26, 2026 –Empery Digital Inc. (NASDAQ: EMPD) (the "Company" or "Empery Digital") today provided an update on its share repurchases, capital allocation priorities and Midwest AI data center investment.

Following the Company's Annual Meeting, the Board and management are excited to now focus solely on creating value for all shareholders. The Company has resumed repurchasing shares under its existing share repurchase program, reflecting its continued belief that its shares are significantly undervalued relative to its balance sheet and that repurchasing shares at current levels represents an attractive allocation of capital. Going forward, the Company intends to repurchase shares opportunistically while maintaining sufficient cash to fund its current commitments and capitalize on future AI infrastructure opportunities.

"Our focus remains on allocating capital to create shareholder value, balancing accretive repurchases with investments that can generate meaningful cash flow" said Ryan Lane, Co-Chief Executive Officer of Empery Digital.

Share Repurchase and Balance Sheet Update

In the week ending October 23, 2026, the Company repurchased 122,955 shares of its common stock under its $200 million share repurchase program at an average price of $2.89 per share, including fees and commissions. As of October 23, 2026, the Company has repurchased an aggregate of 26,363,499 shares of its common stock.

Following these repurchases, Empery Digital has 29,694,955 shares outstanding, after giving effect to the potential exercise of 1,653,686 pre-funded warrants, and approximately $50 million remains available under the share repurchase authorization.

As of October 23, 2026, the Company held 1,018 bitcoin, approximately $70 million in cash and approximately $35 million in debt.

Midwest AI Data Center Lease Update

The Company's partner, Hunt Properties, Inc., continues to advance the 15-year triple net lease for the Midwest AI data center facility that is expected to service high investment grade counterparties and expects to execute the lease in the near term.

As previously announced, Empery Digital agreed to invest $65 million for a 25% interest in the private entity acquiring the facility, which offers 150 megawatts of power with an owned substation and the potential to expand to approximately 300 megawatts of power. Under the triple-net lease structure, the tenant will be expected to fund the data center buildout, power usage and operating costs, with Empery Digital's funding obligation limited to its initial $65 million investment.

Hunt Properties continues to pursue attractive lease terms for the partnership.

About Empery Digital

Empery Digital is focused on building long-term shareholder value through its disciplined capital allocation strategy. The Company employs a bitcoin treasury strategy and is strategically expanding into AI infrastructure and data center investments, partnering with operators that have decades of real-estate and energy infrastructure development experience to capture growth at the intersection of digital assets and next-generation compute. Empery Digital is committed to transparency, efficiency, and accountability, applying rigorous decision-making to drive sustainable, long-term shareholder value.

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 "achieve," "advance," "believe," "can," "capitalize," "continue," "could," "create," "expand," "expect," "focus," "forward," "future," "going," "growth," "intend," "may," "position," "potential," "resume," "should," "strategy," "update," "will," and other words of similar meaning. These forward-looking statements address various matters, which include, without limitation, statements regarding our strategy, future operations, future financial position, capital allocation, return on investments including, but not limited to, statements relating to: strategy related to and value creation potential of AI infrastructure opportunities; the Company's relationship with certain affiliates of Hunt Properties and the Hunt Family and any perceived benefits therefrom; the Company's bitcoin strategy; the benefits of repurchases of the Company's shares; the ability to create future cash flows; and statements relating to the Company's ability to create value for shareholders and attractive allocation capital.

Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statements. Applicable risks and uncertainties include the risks and uncertainties regarding, among other things: our ability to keep pace with new technology and changing market needs; 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 Cardinal Data Power, Inc. ("CDP"), or with potential data center tenants; the significant valuation uncertainty associated with the Company's data center investments and the Company's ability to realize a return on such investments; the Company's limited ability to influence the operations, governance and strategic direction of its minority, non-controlling investments; the ability of CDP and Hunt Properties to negotiate and execute definitive long-term leases on commercially acceptable terms; potential delays or other impediments, including regulatory, in the development of proposed data centers; the Company's operations and business, including the highly volatile nature of the price of Bitcoin and other cryptocurrencies; the Company's stock price may be highly correlated to the price of the digital assets that it holds; increased competition in the industries in which the Company operates; significant legal, commercial, regulatory and technical uncertainty regarding digital assets generally; the treatment of crypto assets for U.S. and foreign tax purpose; the Company's ability to generate revenues from sales and generate cash from financing of inventory, sale of its products and Bitcoin derivatives; significant decrease in the market value of the Company's Bitcoin holdings; the Company's reimbursement of expenses incurred in connection with its activist defense matters pursuant to insurance coverage; the Company's ability to obtain additional financing through equity or debt offerings, obtain borrowings from financing arrangements or generate cash from the sale of Bitcoin and the competitive environment of our business. Other risks and uncertainties include those identified under the heading "Risk Factors" contained in our Annual Report on Form 10-K for the year ended December 31, 2025, (as amended by Form 10-K/A filed with the SEC on April 21, 2026), and in our Quarterly Report on Form 10-Q for the three months ended June 30, 2026, and any subsequent filings with the SEC.

As a result of these and other factors, we may not achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. The forward-looking statements reflect our views as of the date hereof. We do not assume and specifically disclaim any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. 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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