

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Empery Digital Inc.

(Name of Issuer)

Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

92864V608

(CUSIP Number)

12/12/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

**SCHEDULE 13G**

CUSIP No. 92864V608

1	<b>Names of Reporting Persons</b> Brown, Tice
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> <input type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>Sec Use Only</b>
4	<b>Citizenship or Place of Organization</b> UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 3,276,997.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 3,276,997.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,276,997.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 9.7 %	
12	Type of Reporting Person (See Instructions) IN	

**Comment for Type of Reporting Person:** The aggregate beneficial ownership includes 600,000 shares underlying stock options that are exercisable within 60 days pursuant to Rule 13d-3(d)(1). The percentage of class is calculated based on 33,800,951 shares of Common Stock outstanding as of December 8, 2025, as reported by the Issuer in a Press Release dated December 8, 2025.

## SCHEDULE 13G

CUSIP No.	92864V608
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1	Names of Reporting Persons Woodmont Investing LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 2,741,997.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 2,741,997.00
	8	Shared Dispositive Power 0.00

9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 2,741,997.00
10	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>
11	<b>Percent of class represented by amount in row (9)</b> 8.1 %
12	<b>Type of Reporting Person (See Instructions)</b> OO

**Comment for Type of Reporting Person:** The aggregate beneficial ownership includes 600,000 shares underlying stock options that are exercisable within 60 days pursuant to Rule 13d-3(d)(1). The percentage of class is calculated based on 33,800,951 shares of Common Stock outstanding as of December 8, 2025, as reported by the Issuer in a Press Release dated December 8, 2025.

## SCHEDULE 13G

### Item 1.

- (a) **Name of issuer:**  
Empery Digital Inc.
- (b) **Address of issuer's principal executive offices:**  
3121 Eagles Nest, Suite 120, Round Rock, Texas, 78665

### Item 2.

- (a) **Name of person filing:**  
This report is filed by Woodmont Investing LLC and Tice P. Brown with respect to the shares of common stock, \$0.00001 par value per share, of the Issuer that are (i) directly beneficially owned by Woodmont Investing LLC and indirectly beneficially owned by the other reporting and filing person, Tice P. Brown, and (ii) directly beneficially owned by Tice P. Brown.
- (b) **Address or principal business office or, if none, residence:**  
PO Box 20907  
New York, NY 10009
- (c) **Citizenship:**  
United States
- (d) **Title of class of securities:**  
Common Stock, par value \$0.00001 per share
- (e) **CUSIP No.:**  
92864V608

### Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

**(a) Amount beneficially owned:**

Amount beneficially owned: 3,276,997 shares of Common Stock

2,741,997 of the 3,276,997 shares of Common Stock reported are held in Woodmont Investing LLC, a single member LLC wholly owned by Tice P. Brown, over which shares of Common Stock Tice P. Brown has the sole voting and dispositive power.

320,000 of the 3,276,997 shares of Common Stock reported are held in Tice P. Brown's Roth IRA, over which shares of Common Stock Tice P. Brown has the sole voting and dispositive power.

215,000 of the 3,276,997 shares of Common Stock reported are owned by Tice P. Brown directly.

**(b) Percent of class:**

9.7% %

**(c) Number of shares as to which the person has:**

**(i) Sole power to vote or to direct the vote:**

3,276,997

**(ii) Shared power to vote or to direct the vote:**

0

**(iii) Sole power to dispose or to direct the disposition of:**

3,276,997

**(iv) Shared power to dispose or to direct the disposition of:**

0

**Item 5. Ownership of 5 Percent or Less of a Class.**

**Item 6. Ownership of more than 5 Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Brown, Tice

**Signature:** /s/ Tice P. Brown

**Name/Title:** Tice P. Brown

**Date:** 01/23/2026

Woodmont Investing LLC

**Signature:** /s/ Tice P. Brown

**Name/Title:** Tice P. Brown / Managing Member

**Date:** 01/23/2026

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$0.00001 per share of Empery Digital Inc., and that this Agreement be included as an Exhibit to such joint filing.

Each of the undersigned acknowledges that each shall be responsible for the timely filing of any statement (including amendments) on Schedule 13G, and for the completeness and accuracy of the information concerning him, her, or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other persons making such filings, except to the extent that he, she, or it knows or has reason to believe that such information is inaccurate.

Dated: January 23, 2026

### **Tice P. Brown**

By: /s/ Tice P. Brown

Name/Title: Tice P. Brown

Date: 01/23/2026

### **Woodmont Investing LLC**

By: /s/ Tice P. Brown

Name/Title: Sole Member/Manager

Date: 01/23/2026