

# 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)

Tice Brown  
PO Box 20907,  
New York, NY, 10009  
(917) 232-9377

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/03/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☒

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

### SCHEDULE 13D

CUSIP No. 92864V608

1	Name of reporting person Brown, Tice
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	Source of funds (See Instructions) PF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 3,276,997.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 3,276,997.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 3,276,997.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 9.0 %	
14	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 36,507,997 shares of Common Stock outstanding as of February 2, 2026, as reported by the Issuer in a Press Release dated February 2, 2026.

## SCHEDULE 13D

CUSIP No.	92864V608
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1	Name of reporting person 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	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 2,741,997.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,741,997.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 2,741,997.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 7.5 %	
14	Type of Reporting Person (See Instructions) 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 36,507,997 shares of Common Stock outstanding as of February 2, 2026, as reported by the Issuer in a Press Release dated February 2, 2026.

## SCHEDULE 13D

### Item 1. Security and Issuer

- (a) **Title of Class of Securities:**  
Common Stock, par value \$0.00001 per share
- (b) **Name of Issuer:**  
Empery Digital Inc.
- (c) **Address of Issuer's Principal Executive Offices:**  
3121 Eagles Nest, Suite 120, Round Rock, TEXAS , 78665.

### Item 2. Identity and Background

- (a) 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 (the "Shares"), 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 individually or through his Roth IRA.
- (b) The principal business address of each of the Reporting Persons is PO Box 20907 New York, NY 10009.
- (c) The principal business of Woodmont Investing LLC is investing in securities. The principal business of Tice Brown is managing a portfolio of public and private investments focused on real estate and small operating businesses across the South and Midwest, and serving as Managing Member of Woodmont Investing LLC.
- (d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Woodmont Investing LLC is organized under the laws of the State of Delaware. Tice Brown is a citizen of the United States of America.

### Item 3. Source and Amount of Funds or Other Consideration

The securities of the Issuer purchased by Woodmont Investing LLC were purchased with working capital. The aggregate purchase price of the 2,741,997 Shares owned directly by Woodmont Investing LLC is approximately \$ 14,156,752.32 including brokerage commissions. Tice Brown acquired all of his securities of the Issuer through open market transactions using his personal assets, and the aggregate purchase price of the Shares owned directly by Tice Brown, or through his Roth IRA, is \$ 3,544,162.83.

**Item 4. Purpose of Transaction**

The Reporting Persons initially acquired the Shares for investment purposes and filed a Schedule 13G on January 23, 2026, based on a passive investment intent and an expectation that the market price of the Issuer's securities would converge with its underlying net asset value.

The Reporting Persons review their investments, including their investment in the Issuer, on an ongoing basis, and now believe that the Issuer requires a change in leadership to strengthen execution, refine its strategic direction, and improve long term performance. On February 3, 2026, the Reporting Persons delivered a letter to the Issuer's Board of Directors (the "Board"), attached hereto as Exhibit 99.2 (the "Board Letter"), outlining their view that the Board should (i) reconstitute its Board of Directors, (ii) appoint a new Chief Executive Officer, and (iii) undertake the immediate sale of all bitcoin owned by the Issuer and distribute the proceeds to shareholders without delay.

The Reporting Persons acquired their position as part of a broader investment strategy that considers the strength of an issuer's long term strategy, leadership and governance quality, financial performance, valuation, and financially material sustainability factors. Consistent with this approach, the Reporting Persons intend to seek constructive dialogue with the Board and management regarding leadership succession, as well as other potential opportunities to enhance shareholder value. The Reporting Persons may also communicate with shareholders or other third parties regarding these matters and may exchange information with potential management candidates or other stakeholders pursuant to appropriate confidentiality arrangements.

Except as set forth herein, none of the Reporting Persons has any plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Depending on various factors including, without limitation, the Issuer's financial position, investment strategy, and reaction to the Board Letter, the price levels of the securities, conditions in the securities markets, and general economic and industry conditions, the Reporting Persons may in the future take actions with respect to their investment in the Issuer as they deem appropriate, including, without limitation, purchasing additional securities, selling some or all of their securities, engaging in short sales or any hedging or similar transactions with respect to their securities, or changing their intention with respect to any and all matters referred to in Item 4. In addition, the Reporting Persons may, at any time and from time to time, (i) review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto and (ii) consider or propose one or more of the actions described in subparagraphs (a)-(j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

- (a) The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 36,507,997 Shares outstanding as of February 2, 2026, which is the difference obtained by subtracting (i) 870,240 pre-funded warrants reported as potentially exercisable in the press release attached as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 2, 2026 (the "Press Release"), from (ii) the 37,378,237 Shares outstanding as of December 5, 2025, as disclosed in the Press Release.

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.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each Reporting Person disclaims beneficial ownership of the Shares that he or it does not directly own.

- (b) 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.

- (c) The transactions in the securities of the Issuer by the Reporting Persons during the past sixty days are set forth in Exhibit 99.3 and are incorporated herein by reference. All of such transactions were effected in the open market unless otherwise indicated.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

On February 3, 2026, the Reporting Persons entered into a Joint Filing Agreement under which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

99.1 - Joint Filing Agreement, dated February 3, 2026.  
99.2 - Letter to the Board of Directors, dated February 3, 2026.  
99.3 - Transactions in the Securities of the Issuer.

## 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: 02/03/2026

Woodmont Investing LLC

Signature: /s/ Tice P. Brown

Name/Title: Tice P. Brown / Managing Member

Date: 02/03/2026

**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 13D (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 13D, 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: February 3, 2026

**Tice P. Brown**

By: /s/ Tice P. Brown

Name/Title: Tice P. Brown

Date: 02/03/2026

**Woodmont Investing LLC**

By: /s/ Tice P. Brown

Name/Title: Sole Member/Manager

Date: 02/03/2026

February 3, 2026

To the Board of Directors of Empery Digital Inc.

I personally own 9.0% of Empery Digital Inc. I intended to passively own this security and enjoy the convergence of its price to its underlying NAV. Due to recent interactions with its CEO Ryan Lane, and the outrageous entrenchment of management by a poison pill today, that intention has changed.

**I am calling for the immediate resignation of Ryan Lane, the immediate replacement of the entirety of the Board of Directors of Empery Digital Inc. and the immediate sale of all Bitcoin with the proceeds immediately returned to shareholders.**

After my 13G was filed on Friday, January 23<sup>rd</sup>, Ryan Lane invited me to Empery's office on the afternoon of January 28<sup>th</sup>. After an incoherent rant, Ryan Lane left the meeting. I then had a productive, friendly, and long meeting with COO Tim Silver. At the end of that long meeting, to all our surprise, Ryan Lane appeared with Rockefeller Center security to performatively drag me out of the meeting, I suspect this was to create content for his Twitter feed. It appears the corporate Twitter account has since removed this foolish video. We have it saved.

**The poison pill put in place today is offensive, transparently self-serving, and has no purpose but to block shareholders from the return of their capital while management extracts compensation.**

The Board is derelict in its duties allowing embarrassing, unprofessional mismanagement of our company. This CEO and the Board in its entirety must resign immediately.

- The Board has allowed Empery employees to day-trade tens, or hundreds of millions of dollars of Bitcoin derivatives.
- This entity has failed in its sole purpose. There are dozens of cheaper, simpler, and less risky ways to achieve Bitcoin exposure. There are zero economic beneficiaries of the current entity but management.
- The \$105mm margin loan is reckless and should be immediately paid in full by selling Bitcoin.
- This entity has extraordinarily high running costs, including payroll for multiple employees of Ryan Lane's hedge fund and his hedge fund's monthly rent in their luxury office in Rockefeller Center.
- Ryan Lane has a history of disordered thinking disconnected from reality, co-opting the Empery Digital Inc. corporate Twitter ([https://x.com/EMPD\\_BTC](https://x.com/EMPD_BTC)) to ramble conspiracy theories about JP Morgan Chase suppressing the price of Bitcoin, espouse "utopian capitalism," and post AI memes that purport to show Benjamin Franklin, Bill Gates, and John McAfee endorsing Bitcoin generally and Empery Digital specifically.
- Management has no concrete future plan for this entity, positing a vague theory of sale for 0.9X mNAV to competitors in 6 to 9 months. They can achieve 100% of mNAV today, instantly, in a liquidation!

This entity has one real asset, and it can be instantaneously liquidated and returned to shareholders with the push of a button. Shame on the Board for letting this foolishness continue.



Tice Brown, J.D.

**Transactions in the Shares of Common Stock of the Issuer by the Reporting Persons During the Past Sixty (60) Days**

The following table sets forth all transactions in the shares of Common Stock reported herein effected during the past sixty (60) days by the Reporting Persons. Except as noted below, all such transactions were effected by the Reporting Persons in the open market through brokers and the price per share excludes commissions. Where a price range is provided in the column titled "Price Range (\$)", the price reported in the column titled "Price Per Share (\$)" is a weighted average price. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the Shares sold or purchased at each separate price.

<b>Reporting Person</b>	<b>Trade Date</b>	<b>Shares Purchased (Sold)</b>	<b>Price Per Share (\$)</b>
Tice P. Brown	12/12/2025	100,000	4.668478
Tice P. Brown	12/23/2025	50,000	4.219866
Tice P. Brown	01/20/2026	150,000	4.440904
Tice P. Brown	01/20/2026	20,000	4.416411
Woodmont Investing LLC	01/20/2026	643,779	4.462700
Woodmont Investing LLC	01/21/2026*	600,000	1.50
Woodmont Investing LLC	01/21/2026*	(600,000)	0.50

\*Represents the purchase or sale of options to purchase Common Stock.