

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**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)

**02/23/2026**

(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 3,242,022.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 3,242,022.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 3,242,022.00	
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)	
	9.8 %	
14	Type of Reporting Person (See Instructions)	
	IN	

Comment for Type of Reporting Person: The aggregate beneficial ownership includes 580,000 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 32,955,589 shares of Common Stock outstanding as of February 23, 2026, as reported by the Issuer in a Press Release dated February 23, 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 2,721,128.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 2,721,128.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 2,721,128.00	
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) 8.3 %	
14	Type of Reporting Person (See Instructions) OO	

**Comment for Type of Reporting Person:** The aggregate beneficial ownership includes 580,000 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 32,955,589 shares of Common Stock outstanding as of February 23, 2026, as reported by the Issuer in a Press Release dated February 23, 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 1 Comment:** This Amendment No. 1 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed on February 3, 2026, (the "Schedule 13D") relating to the shares of common stock, \$0.00001 par value per share (the "Shares"), of Empery Digital Inc. (the "Issuer"), a Delaware corporation. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in the Schedule 13D.

### 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 Shares owned directly by Woodmont Investing LLC is approximately \$14,131,839.77 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 \$3,403,102.83.

### Item 4. Purpose of Transaction

On February 23, 2026, Tice P. Brown delivered a letter to the Issuer's Board of Directors (the "Board"), attached hereto as Exhibit 99.1 (the "Board Letter"), regarding a proposal from Issuer management to purchase the Reporting Persons' shares for a purchase price equal to 100% of mNAV. The Issuer's draft stock purchase agreement contains standstill covenants for the Reporting Persons in connection with the repurchase.

In addition, in the Board Letter Tice P. Brown reiterated his demand for (i) the immediate resignation of Chief Executive Officer Ryan Lane, (ii) the replacement of the Board, and (iii) the immediate sale of all bitcoin with proceeds returned to shareholders without delay.

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

- (a) The aggregate percentage of Shares reported owned by the Reporting Persons is based upon 32,955,589 Shares outstanding as of February 23, 2026, which is the difference obtained by subtracting (i) 870,240 pre-funded warrants reported as potentially exercisable in the Company's Press Release dated February 23, 2026 (the "Press Release"), from (ii) the 33,825,829 Shares outstanding as of February 23, 2026, as disclosed in the Press Release.

2,721,128 of the 3,242,022 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 3,242,022 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.

200,894 of the 3,242,022 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) The information set forth in Item 5(a) is incorporated into this Item 5(b).
- (c) The transactions in the securities of the Issuer by the Reporting Persons since the filing of the initial Schedule 13D are set forth in Exhibit 99.2 and are incorporated herein by reference. All such transactions were effected in the open market unless otherwise indicated.

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

99.1 - Letter to the Board of Directors, dated February 23, 2026.  
99.2 - 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:** 02/23/2026

**Woodmont Investing LLC**

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

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

**Date:** 02/23/2026

February 23, 2026

To the Board of Directors of Empery Digital Inc.

I currently beneficially own 9.8% of Empery Digital Inc.

**This week the Management of Empery Digital Inc. made a private and unsolicited bid to me to repurchase 100% of my stock for a purchase price equal to 100% of mNAV, a large premium to prevailing market valuations, in exchange for a standstill.**

They made this bid by phone through their buyback broker on February 18th, and substantiated it in writing on February 23<sup>rd</sup>. I have declined this offer.

Of course, this bid was made out of the shareholders' own cash. Management's stated rationale of buybacks is "accretive share repurchases at prices below net asset value," not "purchases at 100% of NAV to ensure permanent employment for Ryan Lane." This proposal is especially offensive when minority shareholders are obviously desperate to get their capital back. For months shareholders have been selling into the company's buyback at enormous discounts to instantaneous liquidation value.

Management has clearly demonstrated again and again that they will take any action to entrench themselves between shareholders and our capital as they continue to extract compensation and expenses from us.

**I am again calling for the immediate resignation of CEO 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.**

Shame on the Board for letting this embarrassing foolishness continue.



Tice Brown, J.D.

**Transactions in the Shares of Common Stock of the Issuer by the Reporting Persons**

Item 5(c) of Amendment No. 1 to the Schedule 13D is incorporated herein by reference. Together with Item 5(c) of Amendment No. 1 to the Schedule 13D, the following table sets forth all transactions in the Common Stock of the Issuer effected in the last sixty 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 "Unit Cost/Proceeds (\$)" 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>Type of Security</b>	<b>Quantity Purchased (Sold)</b>	<b>Unit Cost/Proceeds (\$)</b>	<b>Strike Price (\$)</b>	<b>Expiration Date</b>
Woodmont Investing LLC	02/17/2026	Common Stock	(869)	4.38	N/A	N/A
Woodmont Investing LLC	02/20/2026	Long Call Option	(20,000)	1.15	\$5.00	1/15/2027
Woodmont Investing LLC	02/20/2026	Short Call Option	20,000	.65	\$10.00	1/15/2027
Tice P. Brown	02/22/2026	Common Stock	(14,106)	4.114007	N/A	N/A