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) **August 26, 2026**

IP STRATEGY HOLDINGS, INC.
(Exact name of registrant as specified in charter)

Delaware	001-42411	83-4558219
(State or other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

9668 Bujacich Road Gig Harbor, Washington	98332
(Address of Principal Executive Offices)	(zip code)

(253) 509-0008
(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 registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))

☐ 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 $0.0001 per share	IPST	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company x

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. o

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 26, 2026, IP Strategy Holdings, Inc. (the "Company") received a notification letter from The Nasdaq Stock Market LLC ("Nasdaq") advising the Company that, because it has not yet filed its Quarterly Report on Form 10-Q for the period ended June 30, 2026 (the "Form 10-Q"), the Company is not currently in compliance with Nasdaq Listing Rule 5250(c)(1), which requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

The Nasdaq notification has no immediate effect on the listing of the Company's common stock on Nasdaq. Under the Nasdaq Listing Rules, the Company has 60 calendar days from the date of the notification, or until October 26, 2026, to submit to Nasdaq a plan to regain compliance. If Nasdaq accepts the Company's plan, Nasdaq may grant the Company an exception of up to 180 calendar days from the original due date of the Form 10-Q, or until February 22, 2027, to regain compliance. If Nasdaq does not accept the Company's plan, the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

The Company is diligently working to complete and file the Form 10-Q and intends to take the necessary steps to regain compliance with Nasdaq's continued listing requirements in September 2026.

On August 28, 2026, the Company issued a press release announcing its receipt of the Nasdaq notification. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference

Forward-Looking Statements

This report, including the press release filed as Exhibit 99.1 to this report, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words like "believe," "intend," "will," and "would" or the negative thereof or other variations thereon or comparable terminology, are used to identify forward-looking statements, although not all forward-looking statements contain these words. Any such statements in this report that are not statements of historical fact may be deemed to be forward-looking statements. These forward-looking statements include, but are not limited to, the Company's expectations regarding its ability and timing to complete and file the Form 10-Q and regain compliance with Nasdaq's continued listing requirements.

Although the Company believes that it is basing its expectations and beliefs on reasonable assumptions within the bounds of what is currently known about its business and operations, there can be no assurance that actual results will not differ materially from what the Company expects or believes. Some of the factors that could cause the Company's actual results to differ materially from its expectations or beliefs are disclosed in the "Risk Factors" section, as well as other sections, of its reports filed with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2025, its subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and other filings. All forward-looking statements speak only as of the date on which they are made and the Company undertakes no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated August 28, 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, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 1, 2026	**IP STRATEGY HOLDINGS, INC.**	
	By:	/s/ Justin Stiefel
		Justin Stiefel
		Chief Executive Officer

Exhibit 99.1

IP Strategy Receives Nasdaq Notification Regarding Delayed Form 10-Q Filing

GIG HARBOR, Wash., August 28, 2026 (ACCESS Newswire) – IP Strategy Holdings, Inc. (Nasdaq: IPST) (the "Company" or "IP Strategy") today announced that it received a notification letter from The Nasdaq Stock Market LLC ("Nasdaq") dated August 26, 2026, advising the Company that, because it has not yet filed its Quarterly Report on Form 10-Q for the period ended June 30, 2026 (the "Form 10-Q"), the Company is not currently in compliance with Nasdaq Listing Rule 5250(c)(1).

Nasdaq Listing Rule 5250(c)(1) requires listed companies to timely file all required periodic financial reports with the Securities and Exchange Commission.

The Nasdaq notification has no immediate effect on the listing of the Company's common stock on Nasdaq. However, if the Company fails to timely regain compliance with the Listing Rule 5250(c)(1), the Company's common stock will be subject to delisting from Nasdaq.

Under the Nasdaq Listing Rules, the Company has 60 calendar days from the date of the notification, or until October 26, 2026, to submit to Nasdaq a plan to regain compliance. If Nasdaq accepts the Company's plan, Nasdaq may grant the Company an exception of up to 180 calendar days from the original due date of the Form 10-Q, or until February 22, 2027, to regain compliance. If Nasdaq does not accept the Company's plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel.

The Company is diligently working to complete and file the Form 10-Q and intends to take the necessary steps to regain compliance with Nasdaq's continued listing requirements in September 2026.

About IP Strategy

IP Strategy Holdings, Inc. (Nasdaq: IPST) is the first Nasdaq-listed company to hold $DATA tokens, formerly $IP, as a primary treasury reserve asset and operate validator infrastructure for the DATA Network. The Company provides public market investors broad exposure to the AI-native data economy through a regulated equity vehicle. IP Strategy's treasury reserve enables direct participation in the DATA ecosystem, which supports the sourcing, verification, provenance and auditability of real-world data while enabling trusted attribution and commercialization of digital assets and AI training data.

Forward-Looking Statements

This press release contains forward-looking statements, including statements regarding the Company's ability and timing to complete and file its Form 10-Q and regain compliance with Nasdaq's continued listing requirements. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include those described in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to update any forward-looking statements except as required by applicable law.

Investor Contact
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