

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One):

Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2025

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended: _____

Read Instruction (on back page) Before Preparing Form. Please Print or Type.
Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: Not applicable.

PART I — REGISTRANT INFORMATION

IP Strategy Holdings, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

9668 Bujacich Road

Address of Principal Executive Office (*Street and Number*)

Gig Harbor, Washington 98332

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant’s statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

IP Strategy Holdings, Inc. (the “Registrant”) is filing this Notification of Late Filing on Form 12b-25 with respect to its Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “Form 10-K”). The compilation, dissemination, and review of the information required to be presented in the Form 10-K for the relevant period, including, without limitation, the financial statements to be included therein, has imposed time constraints that have rendered timely filing of the Form 10-K impracticable without undue hardship and expense to the Registrant. The Registrant undertakes the responsibility to file, and anticipates that it will file, the Form 10-K no later than 15 days after its original prescribed due date.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Justin Stiefel, Chief Executive Officer	(253)	509-0008
_____ (Name)	_____ (Area Code)	_____ (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed ? If answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

The Registrant expects to report net revenues of approximately \$9.6 to \$10.6 million for the year ended December 31, 2025, compared to \$8.4 million for the year ended December 31, 2024, an increase of approximately \$1.2 to \$2.2 million, or 14% to 26%, year over year. The increase in net revenues is primarily attributable to approximately \$4 to \$6 million in new revenue for the year tied to the Registrant’s SIP token validator service that was launched on September 18, 2025.

The Registrant expects to report net loss (after tax) of approximately \$134.7 to \$141.7 million for the year ended December 31, 2025, compared to net income of approximately \$0.7 million for the year ended December 31, 2024. A portion of the anticipated net loss is expected to be attributable to a \$115.2 to \$122.2 million decrease in fair value of the Registrant's intangible digital assets based on the \$IP token's closing price as of December 31, 2025.

The foregoing financial information is preliminary, unaudited, and subject to the completion of the Registrant's financial closing procedures and audit.

IP Strategy Holdings, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 1, 2026

By: /s/ Justin Stiefel

Justin Stiefel
Chief Executive Officer