

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): September 22, 2025

DATAVAULT AI INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

001-38608
(Commission
File Number)

30-1135279
(IRS Employer
Identification Number)

15268 NW Greenbrier Pkwy
Beaverton, OR
(Address of registrant’s principal executive office)

97006
(Zip code)

(408) 627-4716
(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 the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐

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

☐

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

☐

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 | DVLT | The Nasdaq Capital Market |
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.
- Emerging growth company ☐
- 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. ☐

Item 1.01 Entry into a Material Definitive Agreement.

As previously disclosed, on July 7, 2025, Datavault AI Inc., a Delaware Corporation (the “Company”), entered into an agreement (the “IBM Agreement”) with International Business Machines Corporation (“IBM”), pursuant to which the Company has agreed to purchase, and IBM has agreed to sell, certain subscriptions to IBM program offerings (the “Programs”).

Pursuant to the IBM Agreement, IBM has agreed to license the Programs to the Company for two payments of \$18,935,564 and \$4,729,730, respectively (the “Program Payments”). On September 22, 2025, the Company and IBM entered into an amendment (the “IBM Amendment”) to the IBM Agreement. Pursuant to the IBM Amendment, upon a payment of \$2,500,000 to IBM towards the Program Payments, the due dates and amounts for the remaining Program Payments will be revised and consist of the first payment of \$3,296,183, which will be due on December 23, 2025, and eight subsequent payments, each in the amount of \$2,183,676 and due on each of March 23, June 23, September 23 and December 23 in 2026 and 2027. Pursuant to the IBM Amendment, the one-year committed term of the Programs referred to in the IBM Agreement as “Fixed Quantity Subscription License Programs” is scheduled to start on September 30, 2025, two months sooner than previously agreed.

The foregoing summary of the IBM Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the IBM Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure required by this Item in connection with the Amendment and included in Item 1.01 of this Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed, on April 24, 2025, the stockholders of a majority of the issued and outstanding shares of common stock of the Company approved, by written consent in lieu of a meeting, an amendment (the “Charter Amendment”) to the Company’s certificate of incorporation to permit the board of directors of the Company (the “Board”) to amend the Company’s bylaws (the “Bylaws”). On September 25, 2025, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware.

On September 25, 2025, the Board approved an amendment to the Bylaws (the “Bylaws Amendment”) to decrease the quorum required for a meeting of stockholders from a majority of the voting power of all outstanding shares of stock to one-third of such voting power.

The foregoing summaries of the Charter Amendment and Bylaws Amendment do not purport to be complete and are qualified in their entirety by reference to the full text of such documents, copies of which are attached hereto as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	
No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation of Datavault AI, Inc., filed with the Secretary of State of the State of Delaware on September 25, 2025.
3.2	Amendment to Bylaws of Datavault AI, Inc., effective September 25, 2025.
10.1	Amendment to the IBM Agreement, dated September 22, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 26, 2025

DATAVAULT AI INC.

By: /s/ Nathaniel Bradley

Name: Nathaniel Bradley

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
DATAVAULT AI INC.**

Datavault AI Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: The name of the Corporation is Datavault AI Inc.

SECOND: This Certificate of Amendment (this “**Certificate of Amendment**”) amends the provisions of the Corporation’s Certificate of Incorporation, as amended, and any amendments thereto (the “**Certificate of Incorporation**”), last amended by a certificate of amendment to the Certificate of Incorporation filed with the Secretary of State on February 13, 2025.

THIRD: The below provision is hereby inserted into the Certificate of Incorporation as Article Seventh of the Certificate of Incorporation to read in its entirety as set forth below:

“Seventh: In furtherance and not in limitation of the powers conferred by law, the board of directors of the Corporation is expressly authorized and empowered to adopt, amend, alter, or repeal the bylaws without any action on the part of the stockholders. The stockholders shall also have the power to adopt, amend, alter, or repeal the bylaws.”

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall be effective as of New York Time on the date written below.

SIXTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 25th day of September, 2025.

DATAVAULT AI INC.

By: /s/ Nathaniel Bradley

Nathaniel Bradley

Director and Chief Executive Officer

AMENDMENT TO THE BYLAWS
OF
DATAVAULT AI INC.

The bylaws (the “Bylaws”) of Datavault AI Inc., a Delaware corporation (the “Company”), shall be amended as follows:

Article II, Section 2.6 of the Bylaws is hereby amended and restated in its entirety as follows:

“**2.6 Quorum.** The holders of shares of stock having one-third of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation.”

The remainder of the Bylaws shall remain as is and in full force and effect. The undersigned hereby certifies that the foregoing amendment to the Bylaws was adopted and approved by the board of directors of the Company by unanimous written consent.

Adopted and effective as of September 25, 2025.

/s/ Brett Moyer

Name: Brett Moyer

Title: Chief Financial Officer

Agreement Number: USEFIMYD7UZ



IBM Embedded Software Agreement: USEFIMYD7UZ Amendment 1 to Transaction Document 03

This Amendment (Amendment) to the IBM ESA Software Agreement and Transaction Document (TD) specified above is entered into between International Business Machines Corp. (IBM) and Datavault, Inc. (you). This Amendment will remain in effect until such TD terminates or expires. If there is a conflict, the terms of this Amendment shall prevail over the terms of the TD. Except as modified herein, all other terms of the TD remain in full force and effect.

Section 5 Charges will be deleted and replaced with the following:

1. Charges

Included in the Charges in this section are the Programs in **Table 1 – SLP Catalog** and **Table 2 – Fixed Quantity Subscription License Programs** that BP licenses pursuant to the terms of the Agreement.

BP shall pay IBM the Charges on or before the following dates:

Due Date	Amount Due
Previously Paid	\$2,500,000
Due upon amendment signature	\$2,500,000**
**The following payment plan is executed upon \$2,500,000 payment received by IBM	
12/23/2025	\$3,296,183
3/23/2026	\$2,183,676
6/23/2026	\$2,183,676
9/23/2026	\$2,183,676
12/23/2026	\$2,183,676
3/23/2027	\$2,183,676
6/23/2027	\$2,183,676
9/23/2027	\$2,183,676
12/23/2027	\$2,183,676

Total Payments: \$25,765,591*

- * Included in payment above is taxes totaling \$2,100,297.

The Charges do not include any additional amounts incurred pursuant to the section of this Agreement entitled "Verification". The Charges and any additional charges beyond the Charges incurred pursuant to the section entitled "Verification" are exclusive of any applicable duties, fees and taxes. BP is responsible for any such duties, fees and taxes including, but not limited to, withholding taxes* and, if as a result of BP moving, accessing

or using any of the Programs across a border, any customs duty, tax, levy or fee (including withholding taxes for the import or export of any such Program). The Charges are not cancelable. IBM will not accept returns or exchanges and will not issue credit for returns BP accepts from End Users.

2. Schedule A SLP Table 2 shall be deleted and replaced with the following:

Table 2 – Fixed Quantity Subscription License Programs				
Subscription License Part Number	Product Description	Quantity	Committed Term Start Date	Committed Term End Date
D0H60ZX	IBM watsonx.governance Model Management Virtual Processor Core Subscription License	210	9/30/2025	9/29/2026
D0H6XZX	IBM watsonx.governance Risk and Compliance Foundation Virtual Processor Core Subscription License	42	9/30/2025	9/29/2026

Notwithstanding the terms of this Agreement or our prior practice, payment is not contingent upon issuance of a Purchase Order. All approvals required to issue payment have been obtained. The bill to, ship to addresses along with specific information and amounts due under this Agreement are included herein or in other documents related hereto. This order is firm and irrevocable. IBM will invoice BP for such amount and BP agrees to pay as specified in the invoice.

Once signed and completed, both parties agree any reproduction of this Amendment Number one (01) made by reliable means (for example, photocopy or facsimile) is an original.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective duly authorized representatives.

ACCEPTED AND AGREED TO:

INTERNATIONAL BUSINESS
MACHINES CORPORATION

By: 
Lu Guido (Sep 22, 2025 16:08:51 EDT)

Signature

Name: Lu Guido

Title: Americas ESA Leader

Date: Sep 22, 2025

Address:

10 North Martingale Road
Woodfield Preserve
Building: 0062
Schaumburg, IL 60173-2099

Datavault, Inc.

By: 
Nathaniel Bradley (Sep 23, 2025 04:54:05 GMT+9)

Signature

Name: Nathaniel Bradley

Print

Title: CEO

Date: Sep 23, 2025

Address:

48 Wall Street
Floor 11
New York, NY 10005