

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): January 7, 2026

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 No.)

**One Commerce Square
2005 Market Street, Suite 2400
Philadelphia, Pennsylvania 19103**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (408) 627-4716

N/A
(Former name or former address, if changed since last report)

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:

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 7.01 Regulation FD Disclosure.

On January 7, 2026, Datavault AI Inc. (“**Datavault**”) issued a press release announcing the distribution date for the previously announced dividend of Dream Bowl Meme Coin II tokens (the “**Meme Coins**”) to eligible record holders of common stock, par value \$0.0001 per share, of Datavault (the “**Common Stock**”) and other equity securities of Datavault. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference into any filing by Datavault, under the Securities Act of 1933, as amended (the “**Securities Act**”), or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

As previously announced on December 29, 2025, Datavault’s board of directors (the “**Board**”) declared a dividend (the “**Distribution**”) of Meme Coins to eligible record equity holders of Common Stock and other equity securities of Datavault. Such eligible holders are the holders of the following Datavault securities, in each case as of the close of business on January 7, 2026 (such date, subject to the right of the board of directors of Datavault to change to a later date, the “**Record Date**”): (i) Common Stock (such record holders, the “**Record Common Holders**”), (ii) certain warrants to purchase Common Stock that have not been exercised and settled prior to the Record Date (and which have the right to participate in the Distribution pursuant to the terms of their respective warrants) (such record holders, the “**Record Warrant Holders**”), (iii) certain convertible promissory notes of Datavault that have not been converted and settled prior to the Record Date (and which have the right to participate in the Distribution pursuant to the terms of their respective notes) (such record holders, the “**Record Note Holders**”) and (iv) certain equity awards and/or grants that are issued and outstanding as of the Record Date and which were granted under Datavault’s stock option, stock incentive or other equity incentive plans that have not been exercised or converted and settled (or in the case of restricted stock awards, that have not yet vested) prior to the Record Date and which are entitled to participate in the Distribution pursuant to the terms of their respective awards and/or grants (such record holders, the “**Record Award Holders**” and together with the Record Common Holders, the Record Warrant Holders, and the Record Note Holders, the “**Record Holders**”). The preceding Datavault securities held by the Record Holders as of the Record Date are collectively referred to herein as the “**Datavault Securities**.”

The Distribution will be made to the Record Holders on the basis of one (1) Meme Coin for every sixty (60) shares of Common Stock held (or, for Datavault Securities other than Common Stock, shares of Common Stock underlying such Datavault Securities (“**Common Stock Equivalents**”) held, subject to the contractual terms of such securities) by such holders as of the Record Date. Record Holders holding fewer than sixty (60) shares of Common Stock (or Common Stock Equivalents) as of the Record Date will not be entitled to receive any Meme Coins. Record Holders holding more than sixty (60) shares of Common Stock (or Common Stock Equivalents) as of the Record Date in increments of other than sixty (60) shares will be entitled to receive such number of Meme Coins as is determined by dividing the number of shares of Common Stock (or Common Stock Equivalents) held by each such holder as of the Record Date by sixty (60) (rounding down to the nearest increment of sixty (60) shares). For example, a Record Holder holding one hundred and twenty-five (125) shares of Common Stock as of the Record Date will only be entitled to receive two (2) Meme Coins (*i.e.*, one (1) Meme Coin in respect of each sixty (60) shares of Common Stock (or Common Stock Equivalents) held as of the Record Date). The Distribution is expected to be made beginning on February 21, 2026 (or such other date as determined by the Board, the “**Distribution Date**”) and Datavault will make a separate announcement regarding the terms and conditions of the Distribution in a Current Report on Form 8-K prior to the Distribution Date.

Cautionary Note Regarding Forward-Looking Statements

The information in this Current Report on Form 8-K may contain “forward-looking statements” (within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act, the Private Securities Litigation Reform Act of 1995, as amended, and other securities laws) about Datavault AI Inc. (“**Datavault**,” the “**Company**,” “**us**,” “**our**,” or “**we**”) and our industry that involve risks and uncertainties. In some cases, forward-looking statements can be identified by words such as “may,” “might,” “will,” “shall,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” “goal,” “objective,” “seeks,” “likely” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. The absence of these words does not mean that a statement is not forward-looking.

Such forward-looking statements, including, but not limited to, statements regarding our declaration and/or payment of dividends, our expectations regarding the terms and/or timing of the Distribution (including that the Board may change the Record Date and/or the Distribution Date and may revoke the Distribution entirely), and whether we will proceed with the Distribution, are necessarily based upon estimates and assumptions that, while considered reasonable by Datavault and its management, are inherently uncertain. Forward-looking statements are based on the current beliefs, assumptions, and expectations of management and current market conditions. Readers are cautioned not to place undue reliance on these and other forward-looking statements contained herein. There can be no assurance that future dividends will be declared, and the payment of any dividend is expressly conditioned on the Board not revoking any or all dividends before their respective distribution dates. Actual results may differ materially from those indicated by these forward-looking statements as a result of various risks and uncertainties including, but not limited to, the following: risks related to legal proceedings that may be instituted against Datavault regarding the Distribution; risks associated with the right of the Board to change the Record Date and/or the Distribution Date, and/or to revoke the Distribution prior to the Distribution Date; changes in economic, market or regulatory conditions; risks relating to evolving regulatory frameworks applicable to tokenized assets; and other risks and uncertainties as more fully described in Datavault’s filings with the SEC including its Annual Report on Form 10-K for the year ended December 31, 2024 and other filings that Datavault makes from time to time with the SEC, which are available on the SEC’s website at www.sec.gov, and could cause actual results to vary from expectations.

The forward-looking statements made in this Current Report on Form 8-K relate only to events as of the date on which the statements are made. Datavault undertakes no obligation to update any forward-looking statements made in this Current Report on Form 8-K to reflect events or circumstances after the date hereof or to reflect new information or the occurrence of unanticipated events, except as required by law. Datavault may not actually achieve the plans, intentions or expectations disclosed in its forward-looking statements, and you should not place undue reliance on such forward-looking statements. Datavault’s forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments it may make.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
<u>99.1</u>	Press Release dated January 7, 2026
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL)

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.

DATAVAULT AI INC.

By: /s/ Nathaniel Bradley
Name: Nathaniel Bradley
Title: Chief Executive Officer

Date: January 7, 2026

Datavault AI Inc. (NASDAQ: DVLT) Announces a Distribution Date of February 21, 2026 for the Dream Bowl Meme Coin II tokens to Eligible Record Equityholders of Datavault AI

PHILADELPHIA, PA, January 7, 2026 (GLOBE NEWSWIRE) – Datavault AI Inc. (NASDAQ: DVLT) (“Datavault AI” or the “Company”), a leader in data monetization, credentialing, and digital engagement technologies, today announced that its board of directors (the “Datavault Board”) has set February 21, 2026 (or such other date as determined by the Datavault Board) as the distribution date for the Dream Bowl 2026 Meme Coin II tokens (the “Dream Bowl Meme Coin II”) to eligible record equity holders of Datavault AI common stock and other equity securities. The previously announced record date for the distribution of the Dream Bowl Meme Coin II was January 7, 2026. The distribution of the Dream Bowl Meme Coin II will be made to eligible record equity holders of Datavault AI on the basis of one (1) Dream Bowl Meme Coin II for every sixty (60) shares of Datavault AI common stock held (or shares of common stock underlying other Datavault AI equity securities held, subject to the contractual terms of such securities) by such holders as of the record date.

The record date and/or the distribution date for the dividend may be changed by the Datavault Board for any reason at any time prior to the actual distribution date, and completion of the distribution of the Dream Bowl Meme Coin II is conditioned upon the Datavault Board having not revoked the dividend prior to the distribution date, including for a material change to the solvency or surplus analysis presented to the Datavault Board.

In order to receive the Dream Bowl Meme Coin II digital collectibles, all eligible recipients will be required to open a digital wallet with Datavault AI and execute an Opt-In Agreement, pursuant to which such holders will agree, among other things, to the payment conditions set forth therein, and acknowledge that such holders understand the process for receiving the Dream Bowl Meme Coin II digital collectibles, that the Datavault Board can change the record date or payment date or revoke the distribution prior to the payment date, and that the Dream Bowl Meme Coin II digital collectibles may not have or maintain any value.

Datavault AI will provide further details regarding the terms and conditions of the distribution of the Dream Bowl Meme Coin II, and instructions regarding wallet setup, token access and distribution procedures to eligible record equity holders of Datavault AI on the books and records of the transfer agent of Datavault AI, in a subsequent communication prior to the distribution date.

The Dream Bowl Meme Coin II is a digital collectible intended solely for personal, non-commercial use in connection with the Dream Bowl XIV event. The Dream Bowl Meme Coin II does not in and of itself: (i) represent or confer any equity, voting, dividend, profit-sharing, or ownership rights in Datavault AI or any other entity; (ii) provide any right to receive monetary payments, distributions, or appreciation; or (iii) create any expectation of profit or reliance on the managerial or entrepreneurial efforts of Datavault AI or others. The Dream Bowl Meme Coin II is not designed or intended to function as an investment, currency or financial product, and it is not being offered, sold or distributed for fundraising or capital-raising purposes. Use of the Dream Bowl Meme Coin II is limited to entertainment, event-access and digital-collectible functions. Any transferability features are provided solely to support personal digital item portability and not to facilitate or imply investment or speculative use.

About Datavault AI

Datavault AI™ (Nasdaq: DVLT) leads AI-driven data experiences, valuation, and monetization in the Web 3.0 environment. The Company’s cloud-based platform delivers comprehensive solutions through its collaborative Acoustic Science and Data Science Divisions. Datavault AI’s Acoustic Science Division includes WiSA®, ADIO®, and Sumerian® patented technologies for spatial and multichannel wireless HD sound. The Data Science Division harnesses Web 3.0 and high-performance computing for experiential data perception, valuation, and secure monetization across industries including sports & entertainment, biotech, education, fintech, real estate, healthcare, and energy. The Information Data Exchange® (IDE) enables Digital Twins and secure NIL licensing, fostering responsible AI with integrity. Datavault AI’s customizable technology suite offers AI/ML automation, third-party integration, analytics, marketing automation, and advertising monitoring. Headquartered in Philadelphia, PA. Learn more at www.dvlt.ai.

Forward-Looking Statements

This press release contains “forward-looking statements” (within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, and other securities laws) about Datavault AI Inc. (“Datavault AI,” the “Company,” “us,” “our,” or “we”) and our industry that involve risks and uncertainties. In some cases, you can identify forward-looking statements because they contain words, such as “may,” “might,” “will,” “shall,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” “goal,” “objective,” “seeks,” “likely” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. The absence of these words does not mean that a statement is not forward-looking. Such forward-looking statements, including, but not limited to, statements regarding our declaration and/or payment of dividends, our expectations regarding the terms and/or timing of the distribution of the Dream Bowl Meme Coin II (including that the Datavault Board may change the record date and/or the distribution date and may revoke the dividend entirely), and whether we will proceed with the distribution of the Dream Bowl Meme Coin II, are necessarily based upon estimates and assumptions that, while considered reasonable by Datavault AI and its management, are inherently uncertain. Forward-looking statements are based on the current beliefs, assumptions, and expectations of management and current market conditions. Readers are cautioned not to place undue reliance on these and other forward-looking statements contained herein. There can be no assurance that future dividends will be declared, and the payment of any dividend is expressly conditioned on the Datavault Board not revoking any or all dividends before their respective distribution dates. Actual results may differ materially from those indicated by these forward-looking statements as a result of various risks and uncertainties including, but not limited to, the following: risks related to legal proceedings that may be instituted against Datavault AI regarding the Dream Bowl Meme Coin II and the dividend distribution thereof to Datavault AI’s eligible equity holders; risks associated with the right of the Datavault Board to change the record date and/or the distribution date, and/or to revoke the distribution of the Dream Bowl Meme Coin II prior to the distribution date; changes in economic, market or regulatory conditions; risks relating to evolving regulatory frameworks applicable to tokenized assets; and other risks and uncertainties as more fully described in Datavault AI’s filings with the U.S. Securities and Exchange Commission (the “SEC”) including its Annual Report on Form 10-K for the year ended December 31, 2024 and other filings that Datavault AI makes from time to time with the SEC, which are available on the SEC’s website at www.sec.gov, and could cause actual results to vary from expectations.

The forward-looking statements made in this press release relate only to events as of the date on which the statements are made. Datavault AI undertakes no obligation to update any forward-looking statements made in this press release to reflect events or circumstances after the date hereof or to reflect new information or the occurrence of unanticipated events, except as required by law. Datavault AI may not actually achieve the plans, intentions or expectations disclosed in its forward-looking statements, and you should not place undue reliance on such forward-looking statements. Datavault AI’s forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments it may make.

Investor Contact:

800.491.9665

ir@dvl.ai

Media Inquiries:

info@dvl.ai
