

Washington, D.C. 20549

CURRENT REPORT

Date of Report (date of earliest event reported): **January 15, 2026**

(Exact Name of Registrant as Specified in its Charter)

(Zip Code)

(Registrant's telephone number, including area code)

(Former Name or former address if changed from last report.)

- 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 8.01. Other Events.

On January 15, 2026, Datavault AI Inc. (the “Company”) filed a prospectus supplement (the “Prospectus Supplement”) to an effective shelf registration statement on Form S-3, which was originally filed with the Securities and Exchange Commission (the “SEC”) on July 7, 2025, as amended, and was declared effective by the SEC on July 9, 2025 (File No. 333-288538) (the “Registration Statement”). The Company filed the Prospectus Supplement (i) to amend and restate the Company’s prospectus supplement, dated January 4, 2026, for purposes of reflecting the amendment and restatement of the stock purchase agreement, dated January 4, 2026 (the “Prior Stock Purchase Agreement”), by and between the Company and the inventor named therein (the “Initial Inventor”), pursuant to which the Company had agreed to issue to such Initial Inventor an aggregate of 7,500,000 shares (the “Shares”) of common stock of the Company, par value \$0.0001 per share, in consideration for the assignment by such Initial Inventor of certain intellectual property rights to the Company, and (ii) for the purpose of registering the issuance of 7,500,000 Shares to the Inventors (as defined below) in consideration for the assignment by such Inventors of certain intellectual property rights to the Company pursuant to the amended and restated stock purchase agreement, dated January 14, 2026, by and among the Company, the Initial Inventor and the other inventors named therein (the “Additional Inventors” and, together with the Initial Inventor, the “Inventors”), which amends, restates and supersedes in its entirety the Prior Stock Purchase Agreement. The Company has not issued any Shares pursuant to the Prior Stock Purchase Agreement.

In connection with the filing of the Prospectus Supplement, the Company is filing an opinion of its counsel, Paul Hastings LLP, regarding the legality of the Shares being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1	Opinion of Paul Hastings LLP
23.1	Consent of Paul Hastings LLP (included in Exhibit 5.1)
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.

Date: January 15, 2026

DATAVAULT AI INC.

By: /s/ Nathaniel Bradley

Name: Nathaniel Bradley

Title: Chief Executive Officer



January 15, 2026

Datavault AI Inc.
One Commerce Square
2005 Market Street, Suite 2400
Philadelphia, Pennsylvania 19103

Re: Datavault AI Inc. Offering of 7,500,000 Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel to Datavault AI Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing with the Securities and Exchange Commission (the “*Commission*”) pursuant to Rule 424(b) of the rules and regulations of the Securities Act of 1933, as amended (the “*Act*”), of a prospectus supplement, dated January 14, 2026 (the “*Prospectus Supplement*”), to the Company’s Registration Statement on Form S-3 (File No. 333-288538) originally filed with the Commission under the Act on July 7, 2025, as amended by Amendment No. 1 thereto filed with the Commission under the Act on July 8, 2025 (as amended, the “*Registration Statement*”), and the related prospectus, dated July 9, 2025, included in the Registration Statement at the time it originally became effective (the “*Base Prospectus*”) and, together with the Prospectus Supplement, the “*Prospectus*”), relating to the offering by the Company of 7,500,000 shares (the “*Shares*”) of the Company’s common stock, par value \$0.0001 per share (“*Common Stock*”). The Shares are being sold pursuant to that certain Amended and Restated Stock Purchase Agreement, dated as of January 14, 2026, by and among the Company and the investors identified therein (the “*Stock Purchase Agreement*”).

In connection with this opinion, we have examined and relied upon the Registration Statement, the Prospectus, the Stock Purchase Agreement, the Company’s certificate of incorporation, as amended, and the Company’s bylaws, each as currently in effect, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof.

In such examination and in rendering the opinions expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the legal capacity, competency and authority of all individuals executing documents submitted to us; (iii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iv) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to the originals thereof, and that such originals are authentic and complete; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing, except as has been disclosed to us in writing; (vii) that the Stock Purchase Agreement is the valid and binding obligation of each of the parties thereto, enforceable against such parties in accordance with their terms and that they have not been amended or terminated orally or in writing; and (viii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof.

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Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold against payment therefor in accordance with the Stock Purchase Agreement, will be validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus Supplement and to the filing of this opinion as an exhibit to a Current Report of the Company on Form 8-K.

Very truly yours,

/s/ Paul Hastings LLP

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