

**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): **June 26, 2026**

Z Squared Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39669

(Commission File Number)

98-1465952

(I.R.S. Employer
Identification No.)

**550 South Andrews Ave., Suite #700
Fort Lauderdale, Florida**

(Address of principal executive offices)

33301

(Zip Code)

305-697-0792

(Registrant's telephone number, including area code)

(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	ZSQR	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 (§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 June 29, 2026, the Company issued a press release announcing the completion of its use of the SEPA (as defined below). Also on June 29, 2026, the Company issued a press release confirming its inclusion in the Russell 3000® Index and the Russell 2000® Index in connection with FTSE Russell's 2026 annual reconstitution, effective after the close of trading on June 26, 2026. Copies of the press releases are furnished as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K.

The information set forth under this Item 7.01, including Exhibits 99.1 and 99.2, is 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 it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

As previously disclosed on November 1, 2024, the Company (then known as Coeptis Therapeutics Holdings, Inc.) entered into a Standby Equity Purchase Agreement (the "SEPA") with YA II PN, Ltd., a Cayman Islands exempt limited company, pursuant to which the Company had the right, from time to time at its election, to sell to YA II PN, Ltd. up to \$20,000,000 of shares of the Company's common stock, par value \$0.0001 per share ("Common Stock"), subject to the terms, conditions, and limitations set forth in the SEPA.

On June 26, 2026, the Company completed an advance under the SEPA pursuant to which the Company issued 1,302,806 shares of common stock to YA II PN, Ltd. at a purchase price of \$11.8351 per share, for aggregate gross proceeds of \$15,418,839.29. The offer and sale of the shares to YA II PN, Ltd. were made in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act. The resale of the shares by YA II PN, Ltd. was registered under the Company's Registration Statement on Form S-1 (File No. 333-284230).

The foregoing description of the SEPA does not purport to be complete and is qualified in its entirety by reference to the full text of the SEPA, which is incorporated by reference as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Standby Equity Purchase Agreement, dated November 1, 2024, between Coeptis Therapeutics Holdings, Inc. and YA II PN, Ltd. (incorporated by reference to Exhibit 10.1 of Coeptis Therapeutics Holdings, Inc.'s Form 8-K, filed with the SEC on November 6, 2024).</u>
99.1	<u>Press Release relating to Standby Equity Purchase Agreement, issued by Z Squared Inc. on June 29, 2026.</u>
99.2	<u>Press Release relating to Russell 3000 and Russell 2000 inclusion, issued by Z Squared Inc. on June 29, 2026.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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: June 29, 2026

Z SQUARED INC.

By: /s/ David Halabu

Name: David Halabu

Title: Chief Executive Officer

Z Squared Raises Approximately \$15.3 Million in Non-Debt Capital to Advance AI Infrastructure Strategy

All-equity financing adds growth capital while the Company maintains virtually no corporate debt

FORT LAUDERDALE, Fla. — June 29, 2026 — Z Squared Inc. (NASDAQ: ZSQR) (the “Company”), a digital infrastructure company expanding into AI infrastructure, today announced that it has raised approximately \$15.3 million in capital through equity sales under its standby equity purchase agreement. The Company incurred no new debt in connection with the financing and continues to maintain virtually no corporate debt.

The Company intends to use the net proceeds to support its acquisition and conversion strategy and for general corporate purposes. The all equity structure preserves the Company’s balance sheet and conserves cash for operational deployment as it executes its previously announced acquisition targets and broader Phase 1 buildout.

The arrangement used for this financing predates the Company’s current strategy. With this financing, the Company has completed its use of the legacy equity financing arrangement, strengthening its balance sheet as it advances its AI infrastructure strategy. The financing is described further in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission.

The Company’s strategy is to acquire sites where power is already flowing and convert them into AI-ready capacity in months rather than years. The Company has signed binding letters of intent to acquire Skycore Digital with approximately 24 MW of energized capacity and a defined path to up to 42 MW and a majority membership interest in Paradox Data LLC, anchored by the Union County Campus in El Dorado, Arkansas. The Company is actively evaluating additional acquisition opportunities, though no guarantees can be made that any will be identified, or if identified, that they are on preferred terms. The Phase 1 objective is 100 MW of AI-ready capacity across multiple U.S. sites.

About Z Squared

Z Squared Inc. is a computing infrastructure company operating advanced computing equipment and expanding into AI infrastructure. The Company’s strategy is built on three principles: lead with power by acquiring operating sites where power is already flowing; build for AI workloads by converting that capacity into AI-ready colocation where customers provide the compute infrastructure and operate workloads according to their requirements; and scale with discipline by deploying conversion capital site by site, against signed contracts and operational readiness. Z Squared listed on the Nasdaq Global Market in April 2026.

For more information, visit www.zsquaredinc.com.

Investor Relations Contact: ZSQR@mzgroup.us

Forward-Looking Statements

This press release 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, and such statements are intended to qualify for the protection of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are generally identified by words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “targets,” “will,” “would,” and similar expressions, and the negatives of those terms. Forward-looking statements in this press release include, among others, statements regarding the anticipated use of the net proceeds from the financing described herein; the Company’s acquire-and-convert strategy and its expansion into AI infrastructure; the Company’s ability to acquire sites where power is already flowing and convert them into AI-ready capacity in months rather than years; the Company’s signed binding letters of intent to acquire Skycore Digital and a majority membership interest in Paradox Data LLC, and the energized and potential capacity associated therewith; the Company’s evaluation of additional acquisition opportunities; and the Company’s Phase 1 objective of 100 MW of AI-ready capacity across multiple U.S. sites.

These forward-looking statements are based on the Company’s current expectations and assumptions and are subject to known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include, among others, the Company’s history of net losses and accumulated deficit and the substantial doubt about its ability to continue as a going concern; its need for, and ability to obtain, additional capital on acceptable terms or at all; the dilutive effect of sales of common stock under its standby equity purchase agreement and its other equity financing arrangements; the volatility of the market price and trading volume of its common stock; risks relating to its digital asset mining operations, including the price volatility of Dogecoin and Litecoin and the cost and availability of power; the early stage and uncertain economics of its planned expansion into AI infrastructure, data center development, and power generation, none of which currently generates revenue; the risk that the Company may not identify suitable acquisition opportunities, or that the proposed acquisitions of Skycore Digital and Paradox Data LLC may not be consummated on the contemplated terms or at all; risks relating to the integration and conversion of acquired sites and the achievement of targeted capacity; its material weaknesses in internal control over financial reporting; and the other risks and uncertainties described under the heading “Risk Factors” in the Company’s filings with the Securities and Exchange Commission, including its Current Reports on Form 8-K and its most recent Quarterly Report on Form 10-Q. Copies of these filings are available at www.sec.gov.

Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by applicable law. You should not place undue reliance on these forward-looking statements.

Russell Indexes Add Z Squared, Inc. to Russell 2000® and Russell 3000®

FT. LAUDERDALE — June 29, 2026 — Z Squared, Inc. (Nasdaq: ZSQR) (the “Company”), a digital infrastructure company expanding into AI infrastructure, today confirmed its official inclusion in the Russell 3000® Index and the Russell 2000® Index, effective after the market closed on Friday, June 26, 2026, as part of the 2026 Russell indexes annual reconstitution by FTSE Russell. The newly reconstituted Russell indexes commenced trading at the market open today, Monday, June 29, 2026.

Z Squared was first announced as a preliminary addition to both indexes on May 22, 2026, and has now been formally confirmed as a member following the completion of FTSE Russell’s final reconstitution process.

“We are pleased to confirm our official inclusion in the Russell 3000 and Russell 2000 indexes,” said David Halabu, Chief Executive Officer of Z Squared, Inc. “This milestone marks an important step in the evolution of Z Squared as a publicly traded company. We believe formal membership in these widely tracked indexes will expand our visibility among institutional investors, broaden our shareholder base, and support our continued growth as we build out our AI computing infrastructure platform.”

Membership in the Russell 3000® Index also means automatic inclusion in the small-cap Russell 2000® Index and the appropriate growth and value style indexes. The Russell U.S. Indexes are widely used by investment managers and institutional investors for index funds and as benchmarks for active investment strategies. According to FTSE Russell, approximately \$12.2 trillion in assets are benchmarked against Russell U.S. indexes.

For more information on the Russell indexes reconstitution, visit the FTSE Russell website at www.ftserussell.com.

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For more information, visit www.zsquaredinc.com.

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This press release 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, that are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained in this press release are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “intends,” “targets,” “projects,” “believes,” “estimates,” “potential,” or “continue,” or the negative of these terms or other comparable terminology. Forward-looking statements in this press release include, among others, statements regarding the anticipated benefits of the Company’s inclusion in the Russell 3000® Index and the Russell 2000® Index, including expectations regarding increased visibility among institutional investors, a broadened shareholder base, and enhanced trading liquidity; the Company’s “acquire-and-convert” strategy and its expansion into AI infrastructure, data center development, and power generation; and the Company’s plans, objectives, and expectations for future operations. These forward-looking statements are based on the Company’s current expectations and assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied.

These risks and uncertainties include, among others: the risk that inclusion in the Russell 3000® Index and the Russell 2000® Index may not result in increased institutional ownership, analyst coverage, trading liquidity, or investor visibility, and that any such effects may not be sustained; the risk that the Company may not satisfy the eligibility criteria to maintain its membership in the Russell indexes at future reconstitutions; the risk that index-related trading activity may contribute to volatility in the market price of the Company’s Common Stock; the Company’s limited operating history in AI infrastructure, data center development, and power generation, none of which currently generates revenue for the Company; the Company’s current dependence on Dogecoin and Litecoin mining and the volatility of digital asset prices, including the risk that mining operations are uneconomic at prevailing prices; the Company’s ability to continue as a going concern and to access capital on acceptable terms; risks relating to the Company’s outstanding and to-be-issued preferred stock and the dilutive effect of conversion; risks associated with the digital asset mining and computing infrastructure industries, including competition, cyclicality, technological change, and concentration; the regulatory environment applicable to cryptocurrency mining, computing infrastructure, and power generation in the United States; the Company’s ability to maintain the listing of its Common Stock on the Nasdaq Global Market; and the other risks and uncertainties described in the Company’s filings with the Securities and Exchange Commission, including its Registration Statement on Form S-4 (File No. 333-288329), Registration Statement on Form S-1 (File No. 333-296653), its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, and its Current Reports on Form 8-K. Should one or more of these risks or uncertainties materialize, or should any of the assumptions made by the management of the Company prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

Forward-looking statements speak only as of the date of this press release. Except to the extent required by applicable law or regulation, the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.