

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): July 7, 2026

LM FUNDING AMERICA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37605
(Commission File Number)

47-3844457
(IRS Employer Identification No.)

1200 West Platt Street, Suite 100
Tampa, Florida 33606
(Address of principal executive offices, including zip code)

(813) 222-8996
(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:

- ☐ 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	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	LMFA	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 (17 CFR§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported, on January 7, 2026, LM Funding America, Inc. (the “Company”) received a letter from the Listing Qualifications Staff of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that its consolidated closing bid price had been below \$1.00 per share for 30 consecutive business days as of January 6, 2026, and therefore, the Company’s common stock was no longer in compliance with the \$1.00 bid price per share requirement for continued listing on the Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”). In accordance with Nasdaq Listing Rules, the Company was provided 180 calendar days, or until July 6, 2026, to regain compliance with the Bid Price Rule.

On July 7, 2026, the Company received a second letter (the “Second Notification”) from Nasdaq notifying the Company that the Company’s common stock had not regained compliance with the Bid Price Rule. However, Nasdaq determined that the Company is eligible for an additional 180 calendar day period, or until January 4, 2027, to regain compliance. Nasdaq’s determination was based on the Company meeting the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on the Nasdaq Capital Market, with the exception of the Bid Price Rule, and the Company’s written notice of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary.

The Company is undertaking the Reverse Stock Split (as defined below in Item 5.03 of this Current Report on Form 8-K), and believes that following the completion of the Reverse Stock Split, it will regain timely compliance with the Bid Price Rule.

If at any time prior to January 4, 2027, the closing bid price of the Company’s common stock is at least \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed.

If the Company does not regain compliance with the Bid Price Rule by January 4, 2027, Nasdaq will provide written notification that the Company’s common stock will be delisted. At that time, the Company may appeal Nasdaq’s delisting determination to a hearings panel pursuant to the procedures set forth in the applicable Nasdaq Listing Rules. However, there can be no assurance that, if the Company appeals the delisting determination to a hearings panel, such appeal would be successful. The Company will continue to monitor the closing bid price of its common stock and evaluate its available options to regain compliance with the Bid Price Rule, as necessary. The Second Notification has no immediate effect on the listing or trading of the Company’s common stock, which continues to trade on the Nasdaq Capital Market under the ticker symbol “LMFA.”

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on 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 June 16, 2026, the Company held a meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders approved the proposal to amend the Company’s Certificate of Incorporation (the “Certificate of Incorporation”), to effect a reverse stock split of its issued and outstanding common stock at a ratio within the range of one-for-five (1:5) to one-for-twenty five (1:25), as determined by the Board of Directors of the Company (the “Board”), in order to regain compliance with the Bid Price Rule.

On June 24, 2026, the Board approved a one-for-twenty five reverse stock split of the Company’s issued and outstanding common stock (the “Reverse Stock Split”). On July 9, 2026, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation (the “Certificate of Amendment”) to effect the Reverse Stock Split. The Reverse Stock Split will become effective as of 12:01 a.m.

Eastern Time on July 13, 2026, and the Company’s common stock will begin trading on a split-adjusted basis when the market opens on July 13, 2026.

When the Reverse Stock Split becomes effective, every twenty-five (25) shares of the Company’s issued and outstanding common stock (and such shares held in treasury) will automatically be converted into one share of common stock, without any change in the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any fraction of a share of common stock that would be created as a result of the reverse stock split will be rounded up to the next whole share.

The Company’s common stock will continue to trade on Nasdaq under the symbol “LMFA.” The new CUSIP number for the common stock following the Reverse Stock Split will be 502074602. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD.

On July 9, 2026, the Company issued a press release announcing the Reverse Stock Split. The press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished, shall not be deemed “filed” for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

The information provided in Item 5.03 is hereby incorporated by reference.

The Company has registration statements on Form S-3 (File Nos. 333-289887, 333-284259, 333-281528 and 333-282023), and Form S-8 (File No. 333-262316) on file with the Securities and Exchange Commission (the “SEC”). SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offerings covered by registration statements filed on Form S-3, Form S-1 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 of this Current Report on Form 8-K is therefore intended to be automatically incorporated by reference into each of the active registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act, the amount of undistributed shares of common stock deemed to be covered by the effective registration statements of the Company described above are proportionately reduced to give effect to the Reverse Stock Split.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Incorporation, filed July 9, 2026
99.1	Press release issued July 9, 2026

Forward-Looking Statements

This Current Report on Form 8-K may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainty. Words such as “anticipate,” “estimate,” “expect,” “intend,” “plan,” and “project” and other similar words and expressions are intended to signify forward-looking statements. Forward-looking statements are not guarantees of future results and conditions but rather are subject to various risks and uncertainties. Such statements are based on the Company’s current expectations and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Investors are cautioned that there can be no assurance actual results or business conditions will not differ materially from those projected or suggested in such forward-looking statements as a result of various risks and uncertainties. Investors should refer to the risks detailed from time to time in the reports the Company files with the SEC, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2025, as well as other filings on Form 10-Q and periodic filings on Form 8-K, for additional factors that could cause actual results to differ materially from those stated or implied by such forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law.

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.

LM Funding America, Inc.

By: /s/ Richard Russell
Richard Russell
Chief Financial Officer

Dated: July 10, 2026

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
LM FUNDING AMERICA, INC.**

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

LM Funding America, Inc., (the “Corporation”), a corporation organized and existing under the laws of the State of Delaware, by its duly authorized officer, does hereby certify:

FIRST: This Certificate of Amendment (the “Certificate of Amendment”) amends the provisions of the Corporation’s original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on April 20, 2015, as amended on August 7, 2015, September 5, 2018, October 15, 2018, May 5, 2021, December 27, 2021, and March 7, 2024 (the “Certificate of Incorporation”).

SECOND: The Certificate of Incorporation is hereby amended by adding the following paragraph to the end of Article IV thereof as a new Article IV, Section 6:

“SECTION 6. *Reverse Stock Split.* Without regard to any other provision of this Certificate of Incorporation, effective at 12:01 am, eastern time, on July 13, 2026 (the “Effective Time”), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each twenty five (25) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, upon surrender after the Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification, following the Effective Time, shall be entitled to receive one (1) share of Common Stock. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“Old Certificates”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional shares as described above.”

THIRD: This Certificate of Amendment to the Certificate of Incorporation was duly authorized and adopted by the Corporation’s Board of Directors and stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: Except as specifically set forth herein, the remainder of the Certificate of Incorporation will not be amended, modified or otherwise altered.

* * *

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be executed by Bruce M. Rodgers, its Chief Executive Officer, this 8th day of July, 2026.

LM FUNDING AMERICA, INC.

By: /s/ Bruce M. Rodgers
Name: Bruce M. Rodgers
Title: Chief Executive Officer



LM Funding Announces 1-for-25 Reverse Stock Split to Ensure Compliance with Nasdaq Continued Listing Requirements and to Attract a Broader Audience of Investors

TAMPA, FL - July 9, 2026, LM Funding America, Inc. (NASDAQ: LMFA) ("LM Funding" or "LMFA"), a Bitcoin treasury and mining company expanding into high-performance computer and AI infrastructure, today announced a 1-for-25 reverse stock split of its outstanding common stock, effective at 12:01 a.m. Eastern time on July 13, 2026. Beginning July 13, 2026, LM Funding's common stock will trade on a split-adjusted basis.

Bruce M. Rodgers, Chairman and CEO of LM Funding, stated, "Our recently announced focused expansion into high-performance computing and AI infrastructure is a strategic transformation that we believe enables us to capitalize on our already developed and scalable facility assets. Our sites in Oklahoma and Mississippi provide a near-term foundation with a power capacity and footprint that we believe uniquely positions us to meet the rising demand for compute capabilities to power advanced AI infrastructures. The reverse stock split ensures we remain in compliance with Nasdaq listing standards and preserves the access to capital markets that our next phase of planned growth will require. We're confident this strategic direction aligns our assets with the significant demand in this sector and allows us to create real, lasting value for our shareholders."

At LM Funding's Annual Meeting of Shareholders (the "Annual Meeting") held on June 16, 2026, the Company's shareholders approved a proposal to amend the Company's Certificate of Incorporation to effect a reverse stock split of its common stock at a ratio within the range of one-for-five (1:5) to one-for-twenty five (1:25), as determined by the Company's Board of Directors. On June 24, 2026, the Company's Board of Directors adopted a resolution approving and authorizing a 1-for-25 reverse split, and on July 9, 2026, LM Funding filed a Certificate of Amendment to its Certificate of Incorporation to effect the reverse stock split effective as of July 13, 2026. There will be no change to the total number of authorized shares of LM Funding Common Stock as set forth in the Certificate of Incorporation of the Company, as amended.

LM Funding's shares of common stock will continue to trade on the Nasdaq Capital Market under the symbol "LMFA." The new CUSIP number for the Company's common stock post reverse stock split is 502074 602.

Upon the effectiveness of the reverse stock split, every 25 shares of LM Funding's issued and outstanding common stock will automatically be converted into one share of common stock. No fractional shares will be issued. Any fraction of a share of common stock that would be created as a result of the reverse stock split will be rounded up to the next whole share.

About LM Funding America

LM Funding America, Inc. (Nasdaq: LMFA) is a Bitcoin treasury and mining company expanding into high-performance computing and artificial intelligence infrastructure. Founded in 2008 and headquartered in Tampa, Florida, the Company operates 26 megawatts of wholly-owned power infrastructure across facilities in

Oklahoma and Mississippi and holds 322.7 Bitcoin as of May 31, 2026. The Company also operates a technology-enabled specialty finance business providing funding to nonprofit community associations primarily in the State of Florida. For more information, please visit <https://www.lmfunding.com>.

Forward-Looking Statements

This press release may contain forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” and “project” and other similar words and expressions are intended to signify forward-looking statements. Statements regarding the following subjects, among others, may be forward-looking: the anticipated timing, effectiveness, and benefits of the reverse stock split; whether the reverse stock split will increase the bid price of the Company’s common stock and whether any such increase can be maintained for the minimum period necessary; whether the reverse stock split will enable the Company to regain and maintain compliance with the minimum bid price requirement of The Nasdaq Capital Market; the Company’s ability to maintain the listing of its common stock on The Nasdaq Capital Market; and the effect of the reverse stock split on the market price, liquidity, marketability, and trading volume of the Company’s common stock.

Forward-looking statements are not guarantees of future results and conditions but rather are subject to various risks and uncertainties. Some of these risks and uncertainties are identified in the Company’s most recent Annual Report on Form 10-K and its other filings with the SEC, which are available at www.sec.gov. These risks and uncertainties include, without limitation, the risk that the market price of the Company’s common stock may not increase or may not increase in proportion to the reduction in the number of outstanding shares following the reverse stock split; the risk that the reverse stock split may not result in a per-share price that is high enough, or maintained for a long enough period, to regain or maintain compliance with the minimum bid price requirement for continued listing on The Nasdaq Capital Market; the risk that the Company may otherwise be unable to satisfy the continued listing requirements of The Nasdaq Capital Market and that its common stock could be delisted; and the Company’s ability to successfully enter and operate in the high-performance computing and AI infrastructure business, the availability and cost of GPU and related infrastructure equipment, competition in the HPC and AI compute market, and the Company’s ability to finance its site acquisitions and cryptocurrency mining operations. The occurrence of any of these risks and uncertainties could have a material adverse effect on the Company’s business, financial condition, and results of operations.

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