

**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):

August 21, 2025

**Verb Technology Company, Inc.**

(Exact Name of Registrant as Specified in Charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

001-38834  
(Commission  
File Number)

90-1118043  
(IRS Employer  
Identification No.)

3024 Sierra Juniper Ct  
Las Vegas, Nevada

(Address of Principal Executive Offices)

89138

(Zip Code)

Registrant's Telephone Number, Including Area Code:

(855) 250-2300

(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 *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	VERB	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 August 21, 2025, Verb Technology Company, Inc. (the “**Company**”) issued a press release (the “**Press Release**”) announcing the Company’s treasury assets, including its holdings of Toncoin, the native cryptocurrency of The Open Network blockchain, and cash. A copy of the Press Release is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

*Toncoin Holdings*

On August 21, 2025, the Company’s treasury assets exceeded \$780 million, including \$713 million of Toncoin, and \$67 million of cash. The dollar value of the Company’s Toncoin holdings is calculated as of August 20, 2025, at 9pm EDT using the CoinMarketCap price for \$TON of \$3.28. The Company’s strategy targets the accumulation of over 5% of Toncoin’s circulating supply, establishing the Company as a significant participant in maintaining and securing the network infrastructure. In addition, the Company intends to steadily increase Toncoin held per share through reinvestment of cash flows, staking rewards and disciplined capital markets activity.

*Disclosure Channels to Disseminate Information*

Company investors and others should note that the Company announces material information to the public about the Company, its strategy and other items through a variety of means, including on the Company website (<https://www.verb.tech.com/>), its investor relations website (<https://ir.verb.tech/>), its email alerts subscription website (<https://ir.verb.tech/news-events/email-alerts/>), its filings with the SEC, press releases, public conference calls, webcasts, and its various social media accounts in order to achieve broad, non-exclusionary distribution of information to the public. The Company encourages its investors and others to review the information it makes public in the

locations below as such information could be deemed to be material information. *PLEASE NOTE THAT THE COMPANY UPDATED ITS SOCIAL MEDIA ACCOUNTS FROM 8 AUGUST 2025.*

The Company posts information about the Company (which may or may not be material) via the following social media accounts: the Company's new Telegram handle (@tonstrat) and its new X.com handle (@tonstrat). Mr. Stotz posts information about the Company (which may or may not be material) through his social media accounts, including his X.com handle (@ManuelStotz). The social media channels used by the Company and Mr. Stotz may be updated by the Company and Mr. Stotz, respectively, from time to time.

Although the Company does not intend for its social media accounts to be its primary method of disclosure for material information, it is possible that certain information the Company posts on its social media accounts may be deemed material to investors. Therefore, the Company is notifying investors, the media and other interested parties that it uses the aforementioned social media accounts, together with its investor relations website, traditional press releases, and filings with the Commission, to publish important information about the Company, including information that may be deemed material to investors. The Company encourages investors, the media and other interested parties to review the information it posts on its aforementioned investor relations website and social media channels, in addition to information announced by the Company through its filings with the SEC, press releases, webcasts and other presentations.

#### Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release, dated August 21, 2025</a>
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: August 21, 2025

**Verb Technology Company, Inc.**

By: /s/ Veronika Kapustina

Name: Veronika Kapustina

Title: Chief Executive Officer

**Verb Technology Announces \$780 Million in Treasury Assets to Advance its TON Treasury Strategy**

LAS VEGAS, August 21, 2025 – Verb Technology Company, Inc. (Nasdaq: VERB) (to be renamed Ton Strategy Company) (the “Company”) today announced treasury assets exceeding \$780 million, including \$713 million<sup>1</sup> of Toncoin (\$TON), the native cryptocurrency of The Open Network (“TON”) Blockchain, and \$67 million of cash. This is an important milestone in the Company’s implementation of its previously announced \$TON treasury strategy.

Today’s news follows the Company’s August 8 closing of a \$558 million private placement joined by more than 110 institutional and crypto-native investors. The Company used the majority of proceeds from the private placement to acquire \$TON as its primary treasury reserve asset.

“Crossing \$780 million in assets just days after our private placement reflects the conviction behind \$TON,” said Manuel Stotz, Executive Chairman of the Company. “This is more than building a balance sheet; it’s about contributing to the security of TON blockchain – where participants can build, transact, and benefit directly from the underlying financial protocols.”

The Company’s strategy targets the accumulation of over 5% of \$TON’s circulating supply, establishing the Company as a significant participant in maintaining and securing the network infrastructure. In addition, the Company intends to steadily increase \$TON held per share through reinvestment of cash flows, staking rewards, and disciplined capital markets activity.

“By becoming the first and largest publicly traded treasury reserve of \$TON, VERB is not just holding \$TON on its balance sheet – we are helping to strengthen the economic foundation of the network itself,” said Stotz.

\$TON is the first crypto asset integrated at scale with a global social platform. Earlier this year, Telegram, the world’s second largest messenger, and TON Foundation announced that TON would become the exclusive blockchain powering Telegram’s Mini App ecosystem. Inside Telegram, TON powers wallets, payments, and many other applications, giving Telegram’s users instant access to everyday utility. Globally, Telegram reports to have over one billion monthly active users.

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<sup>1</sup> Calculated as of August 20<sup>th</sup>, 2025, 9pm EDT using the CoinMarketCap price for \$TON of \$3.28.

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**About VERB**

Verb Technology Company, Inc (to be renamed Ton Strategy Company) focuses on the accumulation of TON for long term investment, whether acquired from the proceeds of capital raising transactions or through staking rewards. The Company intends to generate sustainable staking rewards to initiate, manage, and grow its \$TON exposure in a cash flow positive manner.

In addition, the Company continues to operate business units leveraging its legacy social commerce technology and video marketing expertise. These include MARKET.live, a multi-vendor, livestream social shopping platform, and recently acquired AI social commerce technology innovator LyveCom, which allows brands and merchants to deliver a true omnichannel livestream shopping experience across their own websites, apps, and social platforms.

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to the implementation of the Company’s TON treasury strategy, the anticipated rebranding of the Company, the Company’s future business strategy, and other strategic initiatives. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially, and reported results should not be considered as an indication of future performance. Important factors that may affect actual results or outcomes include, but are not limited to: risks related to TONcoin and the digital asset industry; the ability of the Company to successfully execute its business plan and achieve the intended benefits thereof; and other risks and uncertainties set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 and the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 filed with the SEC, and in the Company’s subsequent filings with the SEC. These forward-looking statements speak only as of the date hereof, and the Company disclaims any obligation to update these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

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