

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Verb Technology Company, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

92337U302

(CUSIP Number)

Manuel Stotz
Kingsway Capital Partners Limited,, Smithson Tower, 25 St James's Street
London, X0, SW1A 1HA
442076594130

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/07/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 92337U302

1	Name of reporting person Manuel Stotz
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) AF

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization GERMANY	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 12,021,720.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 12,021,720.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 12,021,720.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 19.93 %	
14	Type of Reporting Person (See Instructions) IN, HC	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person Kingsway Capital Partners Limited
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization UNITED KINGDOM

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 12,021,720.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 12,021,720.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 12,021,720.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 19.93 %	
14	Type of Reporting Person (See Instructions) CO, OO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person Kingsway Fund - Frontier Consumer Franchises
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization LUXEMBOURG

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 1,051,525.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 1,051,525.00
11	Aggregate amount beneficially owned by each reporting person 1,051,525.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 1.74 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person FC02 Digital Ltd
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 2,797,608.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 2,797,608.00
11	Aggregate amount beneficially owned by each reporting person 2,797,608.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 4.64 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person Kingsway Frontier Consumer Opportunities (FCO4) Growth Fund IV Ltd
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 2,227,678.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 2,227,678.00
11	Aggregate amount beneficially owned by each reporting person 2,227,678.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 3.69 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person SP12 Digital Ltd
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 333,144.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 333,144.00
11	Aggregate amount beneficially owned by each reporting person 333,144.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 0.55 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person SP13 Digital Ltd
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,690,399.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,690,399.00
11	Aggregate amount beneficially owned by each reporting person 3,690,399.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 6.12 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person SP14 Digital Ltd.
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 1,437,739.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 1,437,739.00
11	Aggregate amount beneficially owned by each reporting person 1,437,739.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 2.38 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

CUSIP No.	92337U302
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1	Name of reporting person SP15 Digital Ltd
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 483,627.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 483,627.00
11	Aggregate amount beneficially owned by each reporting person 483,627.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 0.80 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person:

Based upon 60,321,341 shares of Common Stock issued and outstanding as of August 18, 2025

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Verb Technology Company, Inc.

(c) Address of Issuer's Principal Executive Offices:

3024 SIERRA JUNIPER COURT, Las Vegas, NEVADA , 89138.

Item 2. Identity and Background

- (a)** This Amendment No. 1 (the "Amendment") to the Schedule 13D, originally filed on August 14, 2025 (the "Original Schedule 13D") is filed by Kingsway Fund - Frontier Consumer Franchises ("KFCF"), FC02 Digital Ltd ("FC02"), Kingsway Frontier Consumer Opportunities (FCO4) Growth Fund IV Ltd ("KCO4"), SP12 Digital Ltd ("SP12 Digital"), SP13 Digital Ltd ("SP13 Digital"), SP14 Digital Ltd ("SP14 Digital"), and SP15 Digital Ltd ("SP15 Digital," together with KFCF, FC02, KCO4, SP12 Digital, SP13 Digital, SP14 Digital, the "Funds"), Kingsway Capital Partners Limited ("KCPL"), the investment manager for the Funds, and Manuel Stotz, the Issuer's Chairman of the Board of Directors ("Chairman") and Chief Executive Officer of KCPL.

The term "Reporting Persons" hereinafter refers to KFCF, FC02, KCO4, SP12 Digital, SP13 Digital, SP14 Digital, SP15 Digital, KCPL, and Mr. Stotz, collectively.

Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons previously filed a joint statement with the Original Schedule 13D.

- (b)** The principal business office of the Reporting Persons is c/o KCPL at 9th Floor Smithson Tower, 25 St James's Street, London, United Kingdom SW1A 1HA.

- (c)** The principal occupation of Mr. Stotz is to serve as the Chief Executive Officer of KCPL.

The remaining Reporting Persons are principally engaged in the business of investment management or making, purchasing, selling and holding investments.

- (d)** During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e)** During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial administrative body of competent jurisdiction or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (f) Mr. Stotz is a citizen of Germany. KCPL is organized under the laws of United Kingdom. KFCF is organized under the laws of Luxembourg. Each of FC02, KCO4, SP12 Digital, SP13 Digital, SP14 Digital, and SP15 Digital is organized under the laws of the Cayman Islands.

Item 3. Source and Amount of Funds or Other Consideration

The restricted shares of Common Stock, par value \$0.0001 per share, of the Issuer (the "Common Stock") reported as being beneficially owned by the Reporting Persons were acquired pursuant to the Subscription Agreement, dated as of August 3, 2025 (the "Subscription Agreement"), by and among the Issuer and several investors listed therein, including the Funds (the "Transaction"). The transactions contemplated by the Subscription Agreement occurred on August 7, 2025 (the "Closing").

Pursuant to the terms of the Subscription Agreement, at the Closing, the Funds acquired an aggregate of 12,021,720 shares of Common Stock and a pre-funded warrant to purchase 401,133 shares of Common Stock, for an aggregate purchase price of approximately \$118,141,377 (the "Acquired Securities").

The source of funds required for the acquisition of the Acquired Securities by the Funds is the personal funds available to the Funds.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by the full text of the Purchase Agreement that is attached hereto as Exhibit 1 and is incorporated by reference herein.

Item 4. Purpose of Transaction

The information set forth or incorporated in Item 3 and Item 6 is hereby incorporated by reference in its entirety into this Item 4.

The Funds acquired the Acquired Shares as part of the Transaction described in Item 3 above.

The aggregate gross proceeds from the Transaction described in Item 3 were approximately \$558 million. The net proceeds from the Transaction are intended to be used by Verb Technology Company, Inc. to purchase Toncoin ("TON"), the native cryptocurrency of The Open Network (TON) blockchain, and for working capital and general corporate purposes.

In connection with the Transaction, Mr. Stotz was appointed as Chairman of the Issuer. Mr. Stotz intends to establish a new capital allocation strategy to purchase TON as an asset in the Issuer's treasury management program. In connection with such possible change in business focus, Mr. Stotz, as Chairman of the Issuer, intends to work with the Issuer to assess market opportunities to acquire TON and assess debt and equity funding sources for the acquisition of TON.

Other than as described in this Item 4, none of the Reporting Persons presently has any additional plans or proposals that relate to or that would result in any of the transactions or other matters specified in clauses (a) through (j) of Item 4 of this Amendment, but depending on the factors discussed herein, the Reporting Persons may change their purpose or formulate different plans or proposals with respect to their investment in the Issuer at any time.

Item 5. Interest in Securities of the Issuer

- (a) On the date of this Amendment, KCPL, as investment manager of the Funds, and Mr. Stotz, as the Chief Executive Officer and control person of KCPL, may be deemed to indirectly beneficially own, and have sole voting and dispositive power over, an aggregate of 12,021,720 shares of Common Stock, which is approximately 19.93% of the Common Stock issued and outstanding, comprised of:

- (1) 1,051,525 shares of Common Stock directly held by KFCF (or 1.74% of the Common Stock issued and outstanding);
- (2) 2,797,608 shares of Common Stock directly held by FC02 (or 4.64% of the Common Stock issued and outstanding);
- (3) 2,227,678 shares of Common Stock directly held by KFCO Growth Fund (or 3.69% of the Common Stock issued and outstanding);
- (4) 333,144 shares of Common Stock directly held by SP12 Digital (or 0.55% of the Common Stock issued and outstanding);
- (5) 3,690,399 shares of Common Stock directly held by SP13 Digital (or 6.12% of the Common Stock issued and outstanding);
- (6) 1,437,739 shares of Common Stock directly held by SP14 Digital (or 2.38% of the Common Stock issued and outstanding); and
- (7) 483,627 shares of Common Stock directly held by SP15 Digital (or 0.80% of the Common Stock issued and outstanding).

The calculation of the percentage of Common Shares beneficially owned by Mr. Stotz and KCPL are based on the 60,321,341 Common Shares issued and outstanding as of August 18, 2025, as confirmed by the Issuer's transfer agent on such date.

- (b) The information contained on the cover pages to this Amendment is incorporated by reference into this Item 5(b).
- (c) Except the information set forth in this Amendment, no transactions in any of the Common Stock have been effected by the Reporting Persons during the past sixty days.
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth or incorporated in Item 3, Item 4 and Item 5 is hereby incorporated by reference in its entirety into this Item 6.

The foregoing description of the Subscription Agreement does not purport to be complete and is qualified in its entirety by the full text of the Subscription Agreement that is attached hereto as Exhibit 1 and is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

1 Form of Subscription Agreement, dated as of August 3, 2025, by and between Verb Technology Company, Inc., VERB Subsidiary 1, Corp., VERB Subsidiary 2, Corp., VERB Subsidiary 3, Corp. and certain investors party thereto (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed with the SEC on August 4, 2025).

2. Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K, filed with the SEC on August 4, 2025).

3. Joint Filing Agreement, dated August 14, 2025, by and among the Reporting Persons (incorporated by reference to Exhibit 2 to the Original Schedule 13D filed with the SEC by the Reporting Persons on August 14, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Manuel Stotz

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz

Date: 08/18/2025

Kingsway Capital Partners Limited

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

Kingsway Fund - Frontier Consumer Franchises

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

FC02 Digital Ltd

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

Kingsway Frontier Consumer Opportunities (FCO4) Growth Fund IV Ltd

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

SP12 Digital Ltd

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

SP13 Digital Ltd

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

SP14 Digital Ltd.

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025

SP15 Digital Ltd

Signature: /s/ Manuel Stotz

Name/Title: Manuel Stotz, Chief Executive Officer

Date: 08/18/2025