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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 3, 2025

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**TON STRATEGY COMPANY**  
(Exact name of registrant as specified in charter)

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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

**VERB TECHNOLOGY COMPANY, INC.**  
(Former Name or Former Address, if Changed Since Last Report)

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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	TONX	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. ☐

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**Item 7.01. Regulation FD Disclosure.**

On September 3, 2025, TON Strategy Company (the "Company") issued a press release disclosing the adoption of the 2025 Repurchase Program discussed below in Item 8.01, a copy of which is furnished hereto as Exhibit 99.1 and incorporated by reference into this Item 7.01 in its entirety.

**Item 8.01. Other Events.**

On September 3, 2025, the Board of Directors of the Company (the "Board") approved a stock repurchase program (the "2025 Repurchase Program") to provide for the repurchase of up to \$250.0 million of the Company's outstanding shares of common stock, par value \$0.0001 per share (the "Common Stock"), from time to time. Under the 2025 Repurchase Program, the Company is authorized to repurchase shares of Common Stock through open market purchases, privately negotiated transactions, or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The 2025 Repurchase Program does not obligate the Company to repurchase any minimum number of shares of Common Stock and the specific timing and amount of repurchases will vary based on available capital resources and other financial and operational performance metrics, market conditions, share price, regulatory limitations and other factors. The Company may suspend or discontinue the 2025 Repurchase Program, or increase or decrease the amount of shares authorized to be repurchased thereunder, at any time.

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.tonstrat.com/>), the investor relations and email alerts subscription sections thereof, its filings with the Securities and Exchange Commission (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.

The Company posts information about the Company (which may or may not be material) via the following social media accounts: the Company’s Telegram handle (@tonstrat) and its 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 SEC, 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.**

(d) Exhibits.

<b>Exhibit</b>	
<b>No.</b>	<b>Description</b>
99.1	<a href="#">Press release, dated September 3, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**TON Strategy Company**

By: /s/ Sarah Olsen  
Name Sarah Olsen  
Chief Financial Officer and Chief Operating Officer

Date: September 3, 2025

**TON Strategy Company Approves \$250 Million Stock Repurchase Program After Ticker Change**

- Open-ended stock repurchase program unanimously approved by the board
- Aims to create shareholder value by growing Net Asset Value per Share (NAV/share), including in times of heightened volatility

LAS VEGAS, September 3, 2025 – TON Strategy Company (formerly Verb Technology Company Inc.) (Nasdaq: TONX) (the “Company”), a digital asset treasury company committed to holding Toncoin (\$TON), today announced that its Board of Directors has unanimously approved a stock repurchase program authorizing the Company to repurchase up to \$250 million of its common stock.

Under the program, repurchases may be made from time to time in open market transactions or through other means in accordance with applicable securities laws. The timing, number of shares of common stock repurchased, and price will depend on a variety of factors including liquidity, market conditions, share price, and other considerations. The program does not obligate the Company to acquire any specific number of shares of the Company’s common stock.

“We are committed to a disciplined capital allocation strategy and look to use our balance sheet to enhance shareholder value by growing NAV/share,” said Manuel Stotz, Executive Chairman of the Company. “Subject to market conditions, among other factors, if the stock trades at a premium to NAV, the company may consider issuing stock to buy \$TON. Conversely, the company may consider repurchasing its own stock if it trades at a discount to NAV. The repurchase program provides us with a tool to enable us to do so.”

Formerly Verb Technology Company, TON Strategy Company began trading as TONX on the Nasdaq Capital Market on September 2, 2025, following its renaming. The name change and ticker symbol transition marked a further milestone in the Company’s shift into a dedicated digital asset treasury strategy focused on \$TON.

The Company’s approach is to accumulate \$TON and provide public market investors with an opportunity to strengthen and secure the TON ecosystem. TON is the only blockchain natively integrated at scale inside a global social platform, powering wallets, payments, and applications across Telegram. It also serves as a developer platform, with a growing community building apps, services, and games that benefit from Telegram’s far-reaching distribution of over 1 billion monthly active users. The Company believes that this unique integration positions TON as one of the most compelling projects at the intersection of crypto and social media, and itself as a significant infrastructure provider within the network.

**About TON Strategy Company**

TON Strategy Company (Nasdaq: TONX) is focused on the accumulation of Toncoin (\$TON) for long-term investment, whether acquired through deployment of proceeds from capital raising transactions, staking rewards or via open market purchases. The Company aims to steadily expand its \$TON treasury, stake \$TON and to support the development of a tokenized economy inside Telegram’s billion-user platform.

In addition, the Company continues to operate legacy business units, including MARKET.live, a multi-vendor livestream shopping platform, and LyveCom, an AI-powered social commerce innovator that enables brands and merchants to deliver omnichannel livestream shopping experiences across 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 growth of NAV/share, the Company’s stock repurchase program, its capital allocation strategy, its TON treasury strategy, and its long-term business plans. 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 share repurchase program, its broader capital allocation strategy, and other business initiatives; and other risks and uncertainties set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, 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.

**Contacts**

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