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): November 20, 2026

POWERCOMPUTE, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37605**	**47-3844457**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
1200 West Platt Street Suite 100 Tampa, Florida		**33606**
(Address of Principal Executive Offices)		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 813 222-8996

(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 $0.001 per share	PWCM	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 20, 2026, PowerCompute, Inc. (the "Company") received a letter (the "Notice") from the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that it is not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) (the "Bid Price Rule"), which requires that the closing bid price of the Company's common stock be at least $1.00 per share for continued listing on The Nasdaq Capital Market. The Notice indicated that the closing bid price of the Company's common stock had been below $1.00 per share for 30 consecutive business days, from October 9, 2026 through November 19, 2026.

Under Nasdaq Listing Rule 5810(c)(3)(A), a company that fails to meet the Bid Price Rule is normally afforded a 180-calendar-day compliance period in which to regain compliance. However, pursuant to Nasdaq Listing Rule 5810(c)(3)(A)(iv), the Company is not eligible for any compliance period because it has effected a reverse stock split over the prior one-year period. Specifically, the Company effected a 1-for-25 reverse stock split on July 13, 2026.

Nasdaq Listing Rule 5810(c)(3)(A)(iv) provides that "if a Company's security fails to meet the continued listing requirement for minimum bid price and the Company has effected a reverse stock split over the prior one-year period; or has effected one or more reverse stock splits over the prior two-year period with a cumulative ratio of 250 shares or more to one, then the Company shall not be eligible for any compliance period specified in this Rule 5810(c)(3)(A) and the Listing Qualifications Department shall issue a Staff Delisting Determination under Rule 5810 with respect to that security." Accordingly, the Staff issued a delisting determination to the Company (the "Staff Delisting Determination"), notifying the Company that its securities are subject to delisting from Nasdaq.

The Company intends to timely request a hearing before the Panel pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series. The hearing request will stay any further delisting actions pending the Panel's decision and the expiration of any additional extension period granted by the Panel.

In connection with the hearing, the Company intends to present a plan to regain compliance with the Bid Price Rule, which may include, among other things, effecting a reverse stock split, if necessary. There can be no assurance that the Panel will grant the Company's request for continued listing, that the Company will be able to regain compliance with the Bid Price Rule within any additional period of time that may be granted by the Panel, or that the Company will otherwise remain in compliance with other Nasdaq listing criteria.

The Notice has no immediate effect on the listing or trading of the Company's common stock on The Nasdaq Capital Market, and the Company's common stock will continue to trade under the symbol "PWCM." The Company's receipt of the Notice does not affect the Company's business, operations or reporting requirements with the SEC.

Forward-Looking Statements

Certain statements made in this Current Report on Form 8-K are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the "safe harbor" provisions under the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. When used in this Current Report on Form 8-K, words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and variations of these words or similar expressions (or the negative versions of such words or expressions), as they relate to the Company or its management team, are intended to identify forward-looking statements. Forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, including those set forth in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2025, and other reports and registration statements of the Company filed, or to be filed, with the SEC, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. All subsequent written or oral forward-looking statements attributable to the Company or persons acting on its behalf are qualified in their entirety by this paragraph. The Company undertakes no obligation to update or revise any forward-looking statements for revisions or changes after the date of this Current Report on Form 8-K, except as required by law.

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.

PowerCompute, Inc.

Date: November 25, 2026

By: /s/ Richard Russell

Richard Russell, CFO