

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): June 1, 2026

**All In FutureTech Alliance, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38226**  
(Commission  
File Number)

**82-1659427**  
(IRS Employer  
Identification No.)

**745 Fifth Avenue, Suite 500**  
**New York, New York 10151**  
(Address of principal executive offices, including zip code)

**(646) 768-4240**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	AIFA	NASDAQ

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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 1, 2026, All In FutureTech Alliance, Inc. (the "Company") held a Special Meeting of Stockholders (the "Special Meeting"). At the Special Meeting, the Company's stockholders voted on one proposal and cast their votes as set forth below.

The stockholders voted to approve an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split of the Company's common stock, par value \$0.0001 per share ("Common Stock"), at a ratio in the range of 1-for-2 to 1-for-25, with such ratio to be determined in the discretion of the Board of Directors of the Company (the "Board") and with such reverse stock split to be effected at such time and date, if at all, as determined by the Board in its sole discretion (the "Reverse Stock Split Proposal"). The results of the vote taken were as follows:

Reverse Stock Split Proposal:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
21,232,142	134,949	12	N/A

**Item 8.01 Other Events.**

Following stockholder approval of the Reverse Stock Split Proposal at the Special Meeting, the Board approved the implementation of a reverse stock split of the Common Stock at a ratio of 1-for-6 to be effected by filing a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware on or about June 11, 2026. The Company expects that the Common Stock will start trading on a split-adjusted basis on June 12, 2026.

On June 5, 2026, the Company issued a press release announcing the voting results of the Special Meeting and the Board's approval of the reverse stock split at a ratio of 1-for-6. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#">99.1</a>	<a href="#">Press Release, dated June 5, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**ALL IN FUTURETECH ALLIANCE, INC.**

Date: June 5, 2026

By: /s/ Roy Anderson  
Roy Anderson  
Chief Financial Officer

## **All In FutureTech Alliance Announces Stockholder Approval of Reverse Stock Split Proposal; Board Approves 1-for-6 Reverse Stock Split with a Market Effective Date of June 12, 2026**

NEW YORK, June 05, 2026 (GLOBE NEWSWIRE) -- All In FutureTech Alliance, Inc. (Nasdaq: AIFA) (the "Company" or "AIFA") today announced that, at its Special Meeting of Stockholders held on June 1, 2026 (the "Special Meeting"), stockholders approved a proposal authorizing the Board of Directors of the Company (the "Board") to implement a reverse stock split of the Company's common stock, par value \$0.0001 per share ("Common Stock").

As previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on May 11, 2026, the Company received a notice from the staff of The Nasdaq Stock Market ("Nasdaq") regarding the Company's noncompliance with Nasdaq's minimum bid price requirement. In response, the Company is taking actions intended to regain and maintain compliance with Nasdaq's continued listing requirements, including implementation of a reverse stock split and other related measures, as determined appropriate by the Board.

### **Special Meeting Results**

At the Special Meeting, stockholders approved, by approximately 99% of votes cast, an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split of the Common Stock, at a ratio ranging from 1-for-2 to 1-for-25, with the exact ratio to be determined at the discretion of the Board.

### **Purpose of the Reverse Stock Split**

The Company believes that stockholder approval of the reverse stock split proposal provides the Board with an important tool to support the Company's efforts to regain and maintain compliance with Nasdaq's continued listing standards, including the minimum bid price requirement. The Board has evaluated the reverse stock split in light of current market conditions, the Company's capital markets strategy, and other relevant factors. The Company also intends to continue evaluating and pursuing other appropriate measures to support its capital markets positioning, strategic development, and continued listing status.

### **Board Approval of 1-for-6 Reverse Stock Split**

Following stockholder approval at the Special Meeting, the Board approved the implementation of a reverse stock split at a ratio of 1-for-6 (the "Reverse Stock Split"). The Company expects the Reverse Stock Split to become effective on June 11, 2026, at 5:01 p.m. Eastern Time, with shares of Common Stock expected to begin trading on The Nasdaq Capital Market, on a split-adjusted basis, at market open on June 12, 2026.

Upon effectiveness of the Reverse Stock Split, the number of the Company's issued and outstanding shares of Common Stock will be adjusted on a 1-for-6 basis. The Company will proceed with the related implementation steps in accordance with applicable law, Nasdaq rules, and its charter and bylaws, and intends to provide additional information regarding the technical details, trading arrangements, and related matters associated with the Reverse Stock Split in due course.

The Reverse Stock Split will reduce the number of shares of outstanding Common Stock from approximately 38.3 million shares to approximately 6.4 million shares, subject to adjustment for rounding. No fractional shares will be issued in connection with the Reverse Stock Split. Any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be rounded up to the nearest whole share.

### **Management Commentary**

James Li, Chairman and Chief Executive Officer of the Company, stated:

"We appreciate our stockholders' support for and approval of the reverse stock split proposal. This approval provides the Company with additional flexibility as we respond to the Nasdaq notice previously disclosed by the Company, while continuing to advance our broader strategic initiatives.

The Board has now approved the implementation of a 1-for-6 reverse stock split, with an expected market effective date of June 12, 2026. We believe this step will support the Company's efforts to regain and maintain compliance with Nasdaq's continued listing standards. At the same time, we remain focused on advancing the Company's strategic transformation and continuing to create long-term value for our stockholders."

### **Next Steps**

Based on the Special Meeting voting results and the Board's subsequent resolution, the Company has determined to implement the Reverse Stock Split at a ratio of 1-for-6, with an expected market effective date of June 12, 2026. The Company will continue to communicate with relevant regulators and market participants and will timely disclose further information regarding the implementation of the Reverse Stock Split, Nasdaq continued listing compliance progress, and other related matters.

Additional information regarding the Reverse Stock Split is available in the Company's definitive proxy statement filed with the SEC on May 21, 2026, and a Current Report on Form 8-K which the Company plans to file upon effectiveness of the Reverse Stock Split.

### **About All In FutureTech Alliance**

All In FutureTech Alliance Inc. (Nasdaq: AIFA), formerly known as Allied Gaming & Entertainment Inc, is a growth-oriented company undergoing a strategic transformation from a global experiential entertainment business into an AI-focused digital infrastructure platform. The Company is pursuing opportunities in artificial intelligence infrastructure, silicon photonics-enabled compute, cross-border fiber-optical network transmission, digital infrastructure services, and technology-enabled growth initiatives. Through its proposed AIFA strategic platform, AIFA aims to build an integrated ecosystem combining AI compute capacity, fiber-optic network infrastructure, AI education and AI applications to support long-term value creation.

### **Forward-Looking Statements**

This press release includes forward-looking statements within the safe harbor provisions provided under federal securities laws, including under the Private Securities Litigation Reform Act of 1995. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results and, consequently, you should not rely on these forward-looking statements as predictions of future events. Important factors that may affect actual results include, among others, the Company’s ability to execute its growth strategy; the outcome of the Nasdaq hearings; market conditions; regulatory changes; operational challenges; and other risks and uncertainties described under “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the SEC on May 22, 2026, and in subsequent filings with the SEC. The foregoing sets forth many, but not all, of the factors that could cause actual results to differ from the Company’s expectations in any forward-looking statement. Readers are cautioned not to place undue reliance upon any forward-looking statements, including but not limited to the Company’s expectation with respect to the effect of the Reverse Stock Split. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by applicable law.

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