

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): May 19, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	AGAE	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 19, 2026, All In FutureTech Alliance, Inc. (formerly known as Allied Gaming & Entertainment Inc., the "Company") received a deficiency letter (the "Letter") from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") notifying the Company that it is not in compliance with the periodic requirements for continued listing set forth in Nasdaq Listing Rule 5250(c)(1) because the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 (the "Form 10-Q") was not filed with the Securities and Exchange Commission by the required due date of May 15, 2026, and because the Company remains delinquent in filing its Annual Report on Form 10-K for the fiscal year ended December 31, 2025. The Letter provides that the failure to timely file the Form 10-Q serves as an additional basis for delisting the Company's securities from The Nasdaq Stock Market. This Letter received from Nasdaq has no immediate effect on the listing or trading of the Company's common stock.

The Company is working diligently to regain compliance with Nasdaq's listing rules.

**Item 7.01 Regulation FD Disclosure.**

On May 21, 2026, the Company issued a press release in accordance with Nasdaq Listing Rule 5810(b) announcing that the Company had received the Letter. A copy of the press release is attached hereto as Exhibit 99.1.

The information in Item 7.01 of this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Forward-Looking Statements**

*This Form 8-K contains certain forward-looking statements under federal securities laws. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “intend” or “continue,” the negative of such terms, or other comparable terminology. These statements are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause actual results to be materially different from those contemplated by the forward-looking statements. These 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 outside our control, that could cause actual results or outcomes to differ materially from those discussed in these forward-looking statements. The inclusion of such information should not be regarded as a representation by the Company, or any person, that the objectives of the Company will be achieved. Important factors that may affect actual results include, among others, risks and uncertainties described under “Risk Factors” in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on May 22, 2026, and in subsequent filings with the SEC. 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.*

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated May 21, 2026</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.

**ALL IN FUTURETECH ALLIANCE, INC.**

Date: May 21, 2026

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

**AIFA Provides Update on Nasdaq Notice and Filing of Annual Report, Clearing Key Pathways for Strategic Transformation**

**New York, NY — May 21, 2026** — All In FutureTech Alliance, Inc. (Nasdaq: AGAE) (the “Company” or “AIFA”) today provided an update regarding the previously received notice from the Listing Qualifications Department of The Nasdaq Stock Market.

On May 19, 2026, the Company received a notice letter from Nasdaq (the “Notice Letter”) stating that, because the Company had not yet filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, and had not yet completed its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, the Company was not in compliance with the timely filing requirement set forth in Nasdaq Listing Rule 5250(c)(1) and therefore subject to delisting from Nasdaq Stock Market.

The Company hereby informs all investors that the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025 has been completed, filed and released today. In addition, the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 is currently in preparation, and the Company is working diligently to regain compliance with Nasdaq’s listing rules.

The Company will continue to communicate with the Nasdaq Hearings Panel and formally include these developments in the existing hearing process. The Notice Letter has no immediate effect on the listing or trading of the Company’s common stock.

Chairman and Chief Executive Officer James Li stated:

“With the complete resolution of the major litigation disputes that had impeded the Company’s development over the past two years, and the filing and release of the Company’s 2025 Annual Report today, we are very pleased to deliver a clear message to the market tonight: AIFA has cleared the historical obstacles that previously constrained the Company’s development. From this point forward, the Company will move ahead with a leaner and stronger foundation, fully advance its subsequent restructuring initiatives, pursue a transformative repositioning, and accelerate the execution of its established strategic transformation plan — to build an innovative operating company driven by two core engines: an ‘AI-powered fiber-optic infrastructure platform’ and an ‘AI application ecosystem.’ The Company expects to continue advancing toward the full realization of this strategic objective in the near future.”

About All In FutureTech Alliance Inc. (AIFA)

All In FutureTech Alliance Inc. (Nasdaq: AGAE), formerly known as Allied Gaming & Entertainment Inc, is 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. For more information, please visit: <https://ir.alliedgaming.gg/>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of U.S. federal securities laws, including statements regarding the proposed transaction, expected benefits, strategic transformation, and future growth opportunities. These statements are inherently uncertain and difficult to predict, are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially.

Such risks include, but are not limited to, the Company’s ability to file its Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 within the required timeframe, the outcome of the Nasdaq Hearings Panel process, and the Company’s ability to execute its strategic initiatives, as well as other risks described in the Company’s filings with the U.S. Securities and Exchange Commission.

The Company undertakes no obligation to update forward-looking statements except as required by law.

Contact:

Investor Relations: [ir@alliedgaming.gg](mailto:ir@alliedgaming.gg)