

**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): March 27, 2026

USBC, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of Incorporation)

001-37479

(Commission File Number)

90-0273142

(I.R.S. Employer Identification No.)

300 E 2nd Street, 15th Floor

Reno, Nevada 89501

(Address of Principal Executive Offices) (Zip Code)

(775) 239-7673

(Registrant's telephone number, including area code)

(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 | USBC | NYSE American 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 March 27, 2026, USBC, Inc. (the "Company") received a letter from NYSE American LLC (the "NYSE American") notifying the Company that it has regained compliance with all applicable continued listing standards set forth in Part 10 of the NYSE American Company Guide (the "Company Guide").

As previously disclosed, on September 27, 2024, the Company received notice from the NYSE American that it was not in compliance with the minimum stockholders' equity requirements of Sections 1003(a)(i), (ii) and (iii) of the Company Guide. The Company subsequently implemented a plan to regain compliance, which was accepted by NYSE American on December 10, 2024.

NYSE American notified the Company that it has now determined that the Company has resolved the prior listing deficiencies. As a result, the Company is no longer subject to the NYSE American's compliance plan requirements, the ".BC" indicator will no longer be disseminated, and the Company will be removed from the Exchange's list of noncompliant issuers.

The Company will continue to be subject to NYSE American's ongoing listing standards and monitoring. In accordance with Section 1009(h) of the Company Guide, if the Company fails to maintain compliance with applicable listing standards within twelve months, NYSE American may review the circumstances and take appropriate action, which could include accelerated delisting procedures.

Item 7.01. Regulation FD Disclosure.

On March 31, 2026, the Company issued a press release announcing that the NYSE American notified the Company that it has regained compliance with NYSE American listing standards. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 is being furnished and 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, as amended, or the Exchange Act, unless expressly incorporated by reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Press Release, dated March 31, 2026, announcing that the NYSE American notified the Company that it has regained full compliance with NYSE American listing standards</u> |
| 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.

USBC, Inc.

Date: March 31, 2026

By: /s/ Kitty Payne
Kitty Payne
Chief Financial Officer

USBC Regains Full NYSE American Compliance

RENO, NV, March 31, 2026 (GLOBE NEWSWIRE) -- USBC, Inc. (NYSE American: USBC) (“USBC” or the “Company”), a publicly traded technology company that seeks to enable the transformation of traditional U.S. bank dollars into secure, compliant tokenized deposits, today announced that the NYSE American LLC (“NYSE American”) has notified the Company that it is back in full compliance with all of the NYSE American continued listing standards effective March 27, 2026.

"Regaining full NYSE compliance reflects USBC's commitment to financial discipline as we move toward the future launch of the tokenized deposit offering," said Greg Kidd, Chairman and CEO of USBC, Inc. "We appreciate the Exchange's support throughout this process and remain focused on executing our strategy and delivering long-term value to our stockholders."

The capital infusion to bring the Company back into compliance was provided by the successful closing of the August 2025 acquisition of a controlling interest in the Company by Goldeneye 1995 LLC, an affiliate of Chairman and CEO Greg Kidd.

The Company will continue to be subject to NYSE American's continued listing standards and monitoring. The compliance indicator (".BC") will no longer be disseminated, and the Company will no longer be included in the list of NYSE American noncompliant issuers on the Exchange's website.

For more information, please visit <https://investors.usbc.xyz>.

About USBC, Inc.

USBC, Inc. (NYSE American: USBC) is a publicly traded technology company focused on the development of transformative financial services, including digital assets and banking solutions. A key focus of USBC is the further development of the USBC tokenized deposit offering, a U.S.-dollar denominated tokenized deposit that operates on blockchain technology and is embedded with digital identity. With a focus on inclusion, innovation, and risk management, USBC is dedicated to creating long-term shareholder value in a rapidly evolving financial landscape.

The USBC tokenized deposit whitepaper*: <http://usbc.xyz/i/whitepaper>

**The product features described in these materials are for informational purposes only. All product features may be modified, delayed, or cancelled without further notice, at any time and at the sole discretion of USBC, Inc. Nothing herein constitutes a commitment, warranty, guarantee, or investment advice.*

Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements regarding the anticipated launch of tokenized deposit accounts, the expected results of the partnership with Uphold and Vast Bank, and potential use cases of tokenized deposits. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties, which may cause actual results to differ materially from those expressed or implied in such statements. These risks and uncertainties include, but are not limited to, regulatory approvals, market adoption, technological developments, and other risks and uncertainties more fully detailed in the section captioned “Risk Factors” in the Company’s most recent Annual Report on Form 10-K for the transition period ended December 31, 2025, Forms 10-Q and 8-K, and other reports filed with the SEC from time to time. As a result of these matters, changes in facts, assumptions not being realized, or other circumstances, the Company’s actual results may differ materially from the expected results discussed in the forward-looking statements contained in this press release. Forward-looking statements contained in this announcement are only made as of this date, and the Company undertakes no duty to update such information after the date of this announcement except as required under applicable law.

USBC Media Contact:

Fatema Bhabrawala
VP, Media Relations, Alliance Advisors
fbhabrawala@allianceadvisors.com

USBC Investor Relations Contact:

Adele Carey
SVP, Investor Relations, Alliance Advisors
investors@usbc.xyz