# 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): July 21, 2026**

# Ionic Digital Inc.
(Exact name of registrant as specified in its charter)

| Delaware | 001-41941 | 99-0565447 |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**650 Massachusetts Avenue NW, 6th**
**Floor Washington, District of Columbia, 20001**
(Address of principal Executive offices and Zip Code)

**(754) 273-6593**
(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 Instructions 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 |
|---|---|---|
| Class A common stock, par value $0.00001 per share | IOND | Nasdaq Global Select Market |

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 2.02 Results of Operations and Financial Condition.**

On July 21, 2026, Ionic Digital Inc. (the "Company") issued a press release announcing its financial expectations for the second quarter ending June 30, 2026 and full-year outlook for the year ending December 31, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished with this Item 2.02, including Exhibit 99.1, 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 into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 7.01 Regulation FD Disclosure.**

The Company announces material information to its investors using filings with the Securities and Exchange Commission, the Company's website at ionicdigital.com, as well as press releases, public conference calls, public webcasts, the Company's X feed (@IonicDigital), and the Company's LinkedIn page. Therefore, the Company encourages investors, the media and others interested in the Company to review the information it makes public in these locations, as such information could be deemed to be material information.

**Item 9.01 Financial Statements and Exhibits.**

***(d) Exhibits***

| Exhibit No. | Description |
|---|---|
| 99.1 | Press release issued by the Company dated July 21, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

| | |
|---|---|
| | **IONIC DIGITAL INC.** |
| Dated: July 21, 2026 | By: /s/ Richard Carson |
| | Richard Carson |
| | General Counsel |

**Exhibit 99.1**

**Ionic Digital Provides Financial Outlook**

*Company Expects Full Year Total Revenue of $190 Million to $195 Million*

**WASHINGTON – July 21, 2026 –** Ionic Digital Inc. ("Ionic Digital" or the "Company"), a digital infrastructure company supporting the expanding needs of AI and high-performance computing (HPC), today announced its financial expectations for the second quarter ended June 30, 2026 and full-year outlook for the year ending December 31, 2026:

| | Company Expectation | Company Outlook |
|---|---|---|
| **($ in millions except percentages)** | **Three Months Ended June 30, 2026** | **Twelve Months Ending December 31, 2026** |
| **Total Revenue** | $47.5 - $48.5 | $190 - $195 |
| % Digital infrastructure leasing revenue | 92% - 90% | 92% - 90% |
| **Adjusted EBITDA** | $36.0 - $37.0 | $137.5 - $142.5 |
| **Capital Expenditures** (1) | $5.5 - $6.5 | $45 - $60 |

(1) *excludes potential capital expenditures for new site acquisitions*

**Non-GAAP Measure**

Adjusted EBITDA is a non-GAAP measure. We define Adjusted EBITDA as net income (loss) before interest, taxes, depreciation, and amortization, further adjusted for certain non-recurring or infrequent items, including realized and unrealized gains and losses on digital assets, unrealized gains or losses on energy derivatives and other investments, one-time gains or losses on litigation settlements, share-based compensation expense, impairment charges on intangible and long-lived assets, costs related to the decommissioning of cryptocurrency mining sites, and other infrequent costs.

We use Adjusted EBITDA to evaluate operating performance, allocate resources, and make strategic decisions, including assessing progress on our transition from Bitcoin mining to digital infrastructure leasing. Adjusted EBITDA is used in internal forecasting and budgeting, in evaluating treasury management decisions, and in board-level discussions regarding capital structure, liquidity, and our ability to fund growth initiatives.

Our exclusion of realized and unrealized gains and losses on digital assets from Adjusted EBITDA does not reverse or modify GAAP recognition and measurement principles. We exclude these amounts because they primarily reflect Bitcoin market price fluctuations and treasury management decisions. We view our Bitcoin holdings primarily as investments used to support liquidity and growth initiatives, rather than as components of our operations. Core operating performance is driven by factors such as hashrate performance, energy costs, miner efficiency, uptime, and revenues from digital infrastructure leasing activities. We include digital assets received as revenue at the market price on the date of receipt, as this reflects value realized from core business activities. Decisions to hold or liquidate these assets are investment decisions, distinct from operating performance.

We present Adjusted EBITDA because we believe it provides useful information to investors and analysts in assessing our financial performance. In particular, the exclusion of realized and unrealized gains and losses on digital assets allows investors to evaluate operating performance on a basis more consistent with management's view of our core business as we execute our strategic transition.

Net income (loss) is the GAAP measure most directly comparable to Adjusted EBITDA. This non-GAAP measure should not be considered as an alternative to GAAP measures. We encourage you to evaluate each adjustment and the reasons management considers them appropriate. We may incur similar or unusual items in the future that could affect Adjusted EBITDA, and our presentation should not be construed as an inference that future results will be unaffected by such items. There can be no assurance that we will not modify the presentation of Adjusted EBITDA in the future, and any modification may be material. Adjusted EBITDA has important limitations as an analytical tool and should not be considered in isolation or as a substitute for GAAP results. It may be defined differently by other companies, limiting comparability.

In the table below, we reconcile our preliminary estimates of Net loss to Adjusted EBITDA.

Our taxes for the year ending December 31, 2026 cannot be reasonably predicted, and do not necessarily correlate to the performance or operation of our business. Accordingly, we have not reconciled our estimated Adjusted EBITDA outlook to its most directly comparable GAAP measure, as it is not available without unreasonable effort.

| $ in 000s | Three Months Ended June 30, 2026 | | |
|---|---|---|---|
| **Net loss** | **$ (35,000)** | **to** | **$ (34,000)** |
| Interest income | (185) | to | (175) |
| Provision from income taxes | 26,500 | to | 27,500 |
| Depreciation | 4,800 | to | 5,000 |
| Amortization | 5 | to | 5 |
| Share-based compensation expense | 9,800 | to | 10,000 |
| (Gain) loss on fair value of cryptocurrency | 27,500 | to | 28,500 |
| Non-recurring legal expenses | 1,350 | to | 1,300 |
| Realized loss on the sale of property and equipment | 830 | to | 860 |
| **Adjusted EBITDA** | **$ 36,000** | **to** | **$ 37,000** |

**Forward Looking Statements**

This press release contains forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions, including Ionic Digital's preliminary results for the quarter ended June 30, 2026 and its guidance for the year ending December 31, 2026, and other statements that are statements other than historical facts. When the Company and its management uses words such as "may," "will," "intend," "should," "believe," "expect," "anticipate," "project," "estimate" or similar expressions that do not relate solely to historical matters, it is making forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties that may cause actual results to differ materially from the Company's expectations discussed in the forward-looking statements. These statements are subject to uncertainties and risks including, but not limited to, the uncertainties related to market conditions, competitive dynamics, regulatory changes, and other factors discussed in the "Risk Factors" section of the Company's Registration Statement filed with the SEC. For these reasons, among others, investors are cautioned not to place undue reliance upon any forward-looking statements in this press release. Additional factors are discussed in the Company's filings with the SEC, which are available for review at www.sec.gov

**About Ionic Digital**

Ionic Digital is the fast-track provider of High-Performance Computing (HPC) and data center infrastructure, designed to drive stability in the rapidly evolving AI landscape. In an industry where constrained power and extended development timelines cause bottlenecks, Ionic Digital delivers certainty in performance, scalability and speed to market, providing fully ready assets and the rigorous due diligence required for the world's most intensive AI workloads. Led by a seasoned team with deep experience developing hundreds of megawatts and raising billions in capital, Ionic Digital is the definitive, trusted foundation for the future of AI.

To learn more, visit ionicdigital.com or follow us on X and LinkedIn.

**For investor inquiries, please contact:**

Gateway Group

ionic@gateway-grp.com

**For media inquiries, please contact:**

JSA for Ionic Digital

pr@ionicdigital.com