

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 15, 2026

Beneficient
(Exact Name of Registrant as Specified in Charter)

Nevada (State or Other Jurisdiction of Incorporation)	001-41715 (Commission File Number)	72-1573705 (I.R.S. Employer Identification No.)
325 North St. Paul Street, Suite 4850 Dallas, Texas 75201 (Address of Principal Executive Offices, and Zip Code)		
(214) 445-4700 Registrant's Telephone Number, Including Area Code		
N/A (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 communication 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
Shares of Class A common stock, par value \$0.001 per share	BENF	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock, par value \$0.001 per share, and one share of Series A convertible preferred stock, par value \$0.001 per share	BENFW	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 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 3.02 Unregistered Sales of Equity Securities.

On September 15, 2026, Beneficient (the “Company”) entered into subscription agreements with each of Peter T. Cangany, Jr., Derek L. Fletcher and James G. Silk, pursuant to which each of Messrs. Cangany, Fletcher and Silk purchased 18,868, 4,717 and 9,434 shares of the Company’s Class A common stock, par value \$0.001 per share (the “Class A common stock”), respectively, at a price per share of \$1.06 (such subscription agreements, collectively, the “Subscription Agreements”). Mr. Silk serves as the Company’s Chief Executive Officer, Mr. Fletcher serves as the Company’s Chief Fiduciary Officer and Messrs. Cangany and Fletcher are members of the Board of Directors of the Company.

The shares of Class A common stock issued pursuant to the Subscription Agreements are exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and Regulation D promulgated thereunder. Each of Messrs. Cangany, Fletcher and Silk represented to the Company that each is an “accredited investor” as defined in Rule 501 of the Securities Act and that the shares of Class A common stock issued pursuant to the Subscription Agreements were acquired for investment purposes and not with a view to, or for sale in connection with, any distribution thereof.

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.

BENEFICIENT

By: /s/ Gregory W. Ezell

Name: Gregory W. Ezell

Title: Chief Financial Officer

Dated: September 16, 2026
