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): November 5, 2026

Beneficient
(Exact Name of Registrant as Specified in Charter)

Nevada	**001-41715**	**72-1573705**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(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	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	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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 5, 2026, Beneficient (the "Company") was notified by the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") that, for the 30 consecutive business days from September 24, 2026 through November 4, 2026, the market value of the Company's listed securities ("MVLS") was below the minimum of $35 million required for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(b)(2) (the "MVLS Requirement," and such letter, the "Notice"). The Notice also noted that the Company does not meet the alternative continued listing standards under Nasdaq Listing Rules 5550(b)(1) and 5550(b)(3), relating to minimum stockholders' equity and net income from continuing operations, respectively.

The Notice has no immediate effect on the listing or trading of the Company's Class A common stock, par value $0.001 per share (the "Class A Common Stock"), or the Company's warrants, which continue to trade on The Nasdaq Capital Market under the symbols "BENF" and "BENFW," respectively.

In accordance with Nasdaq Listing Rule 5810(c)(3)(C), the Company has been provided an initial compliance period of 180 calendar days, or until May 4, 2027 (the "Compliance Date"), to regain compliance with the MVLS Requirement. If, at any time before the Compliance Date, the Company's MVLS closes at $35 million or more for a minimum of ten consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed. Nasdaq may, in its discretion, require the Company to satisfy the MVLS Requirement for a period in excess of ten consecutive business days, but generally no more than 20 consecutive business days, before determining that the Company has demonstrated an ability to maintain long-term compliance.

If the Company does not regain compliance by the Compliance Date, Nasdaq will provide written notification that the Company's securities are subject to delisting, at which time the Company may appeal the delisting determination to a Nasdaq Hearings Panel.

The Company intends to monitor its MVLS and is evaluating available options to regain compliance with the MVLS Requirement. However, there can be no assurance that the Company will be able to timely regain compliance with the MVLS Requirement by the Compliance Date.

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: November 12, 2026