

# BTC DIGITAL LTD.

## **FORM 8-K** (Current report filing)

Filed 12/12/24 for the Period Ending 12/11/24

Telephone	0118675582945250
CIK	0001796514
Symbol	BTCT
SIC Code	6199 - Finance Services
Industry	Personal Services
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

**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): December 12, 2024 (December 11, 2024).

**BTC DIGITAL LTD.**

(Exact name of Company as specified in its charter)

**Cayman Islands**

(State or other jurisdiction  
of Incorporation)

**001-39258**

(Commission File Number)

**N/A**

(IRS Employer  
Identification Number)

**61 Robinson Road Level 6 & 7  
#738, Singapore 068893**  
(Address of principal executive offices)

**+65 6022 2515**

(Registrant's telephone number including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Ordinary Shares	BTCT	The Nasdaq Stock Market LLC
Warrants	BTCTW	The Nasdaq Stock Market LLC

**Item 7.01 Regulation FD Disclosure.**

See Item 8.01.

**Item 8.01 Other Events.**

As previously disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission on December 9, 2024, BTC Digital Ltd. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Aegis Capital Corp. (the “Underwriter”) on December 6, 2024, relating to the Company’s public offering of 880,000 shares (the “Shares”) of its ordinary shares, par value \$0.06 per share (“Ordinary Shares”), and pre-funded warrants to purchase 1,620,000 shares of Ordinary Shares in lieu of Ordinary Shares to certain investors. Pursuant to the Underwriting Agreement, the Company also granted the Underwriter a 45-day option (the “Over-Allotment Option”) to purchase an additional 375,000 shares of Ordinary Shares (the “Over-Allotment Securities”).

On December 11, 2024, the Underwriter partially exercised its Over-Allotment Option and purchased an additional 228,853 shares of Ordinary Shares at a price of \$8.00 per share. The issuance by the Company of the Over-Allotment Securities resulted in total gross proceeds of \$1,830,824.00, before deducting underwriting discounts, commissions, and other offering expenses payable by the Company.

A copy of the Press Release announcing the exercise of the Option is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statement and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release, dated December 12, 2024</a>
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 Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 12, 2024

**BTC Digital Ltd.**

By: /s/ Siguang Peng  
Siguang Peng  
Chief Executive Officer

**BTC Digital Ltd. Announces Exercise of Over-Allotment Option in Public Offering**

**SINGAPORE, DECEMBER 12, 2024 (GLOBE NEWSWIRE)** -- BTC Digital Ltd. (NASDAQ: BTCT) (the “Company”), a blockchain technology company, today announced that the underwriter of its previously announced public offering of common stock has exercised its option to purchase an additional 228,853 Ordinary Shares at the public offering price of \$8.00 per share, resulting in additional gross proceeds of approximately \$1.8 million. After giving effect to the exercise of the over-allotment option, the total number of Ordinary Shares sold by the Company in the public offering increased to 1,108,853 shares and gross proceeds increased to approximately \$8.8 million, before deducting underwriting fees and other estimated offering expenses payable by the Company. The exercise of the over-allotment option is expected to close on December 12, 2024, subject to customary closing conditions.

**Aegis Capital Corp. acted as the sole book-running manager for the offering.**

The offering is being made pursuant to an effective shelf registration statement on Form S-3 (No. 333-283367) previously filed with the U.S. Securities and Exchange Commission (SEC) and declared effective by the SEC on December 5, 2024. A final prospectus supplement and accompanying prospectus describing the terms of the proposed offering is on file with the SEC and available on the SEC’s website located at [www.sec.gov](http://www.sec.gov). Electronic copies of the final prospectus supplement and the accompanying prospectus may be obtained, when available, by contacting Aegis Capital Corp., Attention: Syndicate Department, 1345 Avenue of the Americas, 27th floor, New York, NY 10105, by email at [syndicate@aegiscap.com](mailto:syndicate@aegiscap.com), or by telephone at +1 (212) 813-1010.

Interested parties should read in their entirety the prospectus supplement and the accompanying prospectus and the other documents that the Company has filed with the SEC that are incorporated by reference in such prospectus supplement and the accompanying prospectus, which provide more information about the Company and such offering.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About BTC Digital Ltd.**

BTC Digital Ltd. is a blockchain technology company, with a long-term strategy to create value across the metaverse, blockchain and cryptocurrency mining industry. The Company is committed to developing blockchain related businesses in North America, including cryptocurrency mining, mining farm construction, mining pool and data center operation, and miner accessories business.

**Forward-Looking Statements**

The foregoing material may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. Forward-looking statements include all statements that do not relate solely to historical or current facts, including without limitation statements regarding the Company’s product development and business prospects, and can be identified by the use of words such as “may,” “will,” “expect,” “project,” “estimate,” “anticipate,” “plan,” “believe,” “potential,” “should,” “continue” or the negative versions of those words or other comparable words. Forward-looking statements are not guarantees of future actions or performance. These forward-looking statements are based on information currently available to the Company and its current plans or expectations and are subject to a number of risks and uncertainties that could significantly affect current plans. Should one or more of these risks or uncertainties materialize, or the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, performance, or achievements. Except as required by applicable law, including the security laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

For more information, please visit: <https://btct.investorroom.com/>