
**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

September 29, 2026

(Date of earliest event reported)

CHRONOSCALE HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37854
(Commission
File Number)

42-3357005
(IRS Employer
Identification No.)

2440 Sand Hill Road,
Suite 400
Menlo Park, California
(Address of principal executive offices)

94025
(Zip Code)

214-427-1704

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 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CHRN	Nasdaq Capital Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Separation and Severance Agreement with Mr. Jones

On September 30, 2026, ChronoScale Holdings Corporation, a Nevada corporation (the “Company”) completed the sale of its wholly owned subsidiary, Ekso Bionics, Inc. (“Ekso”) (the “Transaction”). In connection with the Transaction, on September 30, 2026 (the “Separation Date”), Jason C. Jones, the Chief Operating Officer of Ekso, an indirect wholly owned subsidiary of the Company, was terminated from his position as Chief Operating Officer of Ekso, effective as of the Separation Date.

In connection with Mr. Jones’ separation, Ekso entered into a Severance and Release Agreement with Mr. Jones (the “Severance Agreement”), effective as of the Separation Date. Under the Severance Agreement, Mr. Jones is entitled to receive (i) a lump-sum cash payment of \$243,750, less applicable withholdings and deductions, if any, representing nine months of his base salary, payable on the Company’s first regularly scheduled payroll date following execution of the Severance Agreement, and (ii) Company-paid or reimbursed premiums for COBRA continuation coverage for Mr. Jones and his eligible dependents for up to nine months following the Separation Date, subject to earlier termination if Mr. Jones becomes covered under a similar plan or ceases to be eligible for COBRA coverage. The severance benefits are subject to Mr. Jones’s general release of claims and compliance with the Severance Agreement and his continuing restrictive covenants.

In exchange for the severance benefits, Mr. Jones has agreed to a general release of claims against the Company and its past, present, and future parent organizations, subsidiaries, and affiliated entities.

Mr. Jones’s Phantom Performance-Based Restricted Stock Unit Agreement, dated November 5, 2025, as amended May 20, 2026, remains unchanged and in effect in accordance with its terms.

The Severance Agreement satisfies the severance and benefit obligations under Mr. Jones’s Change in Control and Severance Agreement with ChronoScale Intermediate LLC, dated November 5, 2025, which was filed as Exhibit 10.4 to the Company’s Current Report on Form 8-K filed on November 7, 2025.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The Company previously designated 5,852 shares of preferred stock as Series B Convertible Preferred Stock (the “Preferred Stock”).

On September 29, 2026, the Company filed a Withdrawal of Designation relating to the Preferred Stock (the “Withdrawal of Designation”) with the Secretary of State of the State of Nevada and terminated the designation of the Preferred Stock. At the time of the filing of the Withdrawal of Designation, no shares of the Preferred Stock were outstanding. The Withdrawal of Designation was effective upon filing and eliminated from the Company’s Amended and Restated Articles of Incorporation, as amended, all matters set forth in the previously filed Certificate of Designation with respect to the previously designated Preferred Stock.

The foregoing description of the Withdrawal of Designation does not purport to be complete and is qualified in its entirety by reference to the Withdrawal of Designation, a copy of which is filed as Exhibit 3.1 hereto and which is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

Press Release

On October 1, 2026, the Company issued a press release announcing the sale of Ekso and the expansion of an agreement with an existing AI infrastructure customer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including 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, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	
No.	Description
3.1	Certificate, Amendment or Withdrawal of Designation, relating to the Series B Convertible Preferred Stock, filed with the Secretary of State of Nevada on September 29, 2026.
99.1	Press Release, dated October 1, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: October 2, 2026

By: /s/ Jerome Wong

Name: Jerome Wong

Title: Chief Financial Officer



401 N. Carson Street
Carson City, NV 89701
(775) 684-5708

DEANN TELLO
1700 S. Pavilion Center Drive Ste. 700
Las Vegas, NV 89135,
USA

Work Order #: NV260929M11485

Receipt Version: 1
Trust Account #: 750805

Special Handling Instructions:

Charges

Description	Fee Description	Filing Number	Filing Date/Time	Filing Status	Qty	Unit Price	Amount
Withdrawal of Designation	Designation Withdrawal	F202609291257	09/29/2026 09:22 AM	Approved	1	\$175.00	\$175.00
Withdrawal of Designation	Expedite Fee	F202609291257	09/29/2026 09:22 AM	Approved	1	\$500.00	\$500.00
Total							\$675.00

Payments

Type	Description	Payment Status	Amount
Trust Account	PC2026092900785	Success	\$675.00
Total			\$675.00

Credit Balance: \$0.00

DEANN TELLO
1700 S. Pavilion Center Drive Ste. 700
Las Vegas, NV 89135
USA



Thank you for visiting [Nevada's Business Portal](#). For questions, please see the online [frequently asked questions](#) or contact customer support at 775.684.5708.

Need resources to start and grow your business? Visit the resource hub [here](#).



401 North Carson Street Carson City, Nevada 89701-4201
(775) 684-5708

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955

- ☐ Certificate of Designation
- ☐ Certificate of Amendment to Designation - Before Issuance of Class or Series
- ☐ Certificate of Amendment to Designation - After Issuance of Class or Series
- ☒ Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: ChronoScale Holdings Corporation Entity or Nevada Business Identification Number (NVID): NV20263597188
2. Effective Date and Time: (Optional)	Certificate of Designation or Amendment to Designation Only Date: Time: Effective date is not to exceed 90 days of the filing date of this form. If left blank, this form will be effective upon filing with the SOS. If you select a later effective date but the effective time is left blank, the effective time will be at 12:01 Pacific time on the specified date.
3. Class or Series of Stock Being Designated or Amended:	Enter the name of the class or series of stock being designated or amended: Enter the number of shares being designated:
4. Stock Class or Series Amendment:	☐ Certificate of Amendment to Designation - Before Issuance of Class or Series As of the date of this certificate, no shares of this class or series of stock has been issued. ☐ Certificate of Amendment to Designation - After Issuance of Class or Series Unless the governing documents say otherwise, the board may amend a class or series of stock only with required stockholder approval. Stockholders holding a majority of the voting power must approve the amendment, unless a higher percentage is required. Approval must include: • Shareholders of the stock being changed • Shareholders of any stock with a higher payout priority if the company dissolves, even if those shareholders normally do not have voting rights. Class or Series Name After Amendment: Enter "N/A" if the name is not changing. Number of Shares After Amendment:

You must include the filing fee with this form. The filing fee is \$175.00.



401 North Carson Street Carson City, Nevada 89701-4201
(775) 684-5708

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

Certificate of Designation

Certificate of Amendment to Designation - Before Issuance of Class or Series

Certificate of Amendment to Designation - After Issuance of Class or Series

Certificate of Withdrawal of Certificate of Designation

5. Resolution:
Complete for
Certificate of
Designation and
Amendment to
Designation

Pursuant to the articles of incorporation and by resolution of the board of directors, this certificate establishes or amends the voting powers, designations, preferences, limitations, restrictions, and relative rights of the class or series of stock described below.

Attach additional page(s) if necessary.

6. Withdrawal:
Pursuant to
78.1955(6)

Designation being withdrawn: **Series B Convertible Preferred Stock**

Date of designation: **06/30/2026**

As of the date of this filing, no shares of this class or series of stock has been issued for the above certificate of designation. This certificate authorized the withdrawal of the designation by resolution of the board of directors described below:

See attached resolution of the Board of Directors.

Attach additional page(s) if necessary.

7. Signature:
(Required)

Declaration under penalty of perjury:

The organization acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State.

This form must be signed by an officer of the corporation (a natural person, not an entity).

Jerome

Print First Name

Wong

Print Last Name

CFO

Print Title

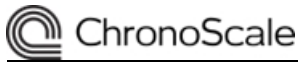
X /s/ Jerome Wong

Signature of Officer

9/28/2026

Date

You must pay the appropriate fee of \$175.00 with this filing.



ChronoScale Announces Agreements Bringing Total Company Contracted Run-Rate Revenue to \$1 Billion and Sale of Ekso Bionics Business Unit

- Expanded agreement with an existing AI infrastructure customer and new customer agreement increases contracted deployment pipeline and is expected to drive Company annualized revenue run rate to \$1 billion by calendar Q3 2027
- ChronoScale completes previously disclosed sale of Ekso Bionics business unit

MENLO PARK, Calif., October 1, 2026 (GLOBE NEWSWIRE) — ChronoScale Holdings Corporation (NASDAQ: CHRN) (“ChronoScale” or the “Company”), an accelerated compute platform purpose-built to support demanding artificial intelligence (AI) workloads, today announced a significant expansion of an existing customer agreement and a separate agreement with a new customer, that increases the scale of its contracted AI infrastructure deployments and further strengthens the Company’s contracted revenues.

New Infrastructure Agreements

ChronoScale has signed a contract extension with an existing AI infrastructure customer and an agreement with a new AI infrastructure customer. These two agreements extend the Company’s contracted deployment pipeline and expand its overall capacity.

Together with ChronoScale’s existing customer contracts and current deployment schedule, these two agreements provide for annualized run-rate revenue of \$1 billion by calendar Q3 2027.¹

These customer commitments represent another step in ChronoScale’s strategy to develop long-term relationships with AI infrastructure customers and scale capacity alongside their growing compute requirements.

Achievement and timing of this contracted revenue remain subject to a number of risks and uncertainties, including the successful and timely deployment and commissioning of planned infrastructure capacity, availability of power and equipment, and the Company’s ability to access capital on acceptable terms, among other factors.

“We view the expansion of this existing customer relationship and the onboarding of the new customer as an important validation of both the demand we are seeing and our ability to grow alongside our customers,” said **Cenly Chen, Chief Executive Officer of ChronoScale**. “With these agreements, together with our existing contracts and current deployment schedule, we now have agreements in place that provide for \$1 billion in annualized revenue run rate during calendar 2027. Our focus is on disciplined execution and delivering the infrastructure our customers need at scale.”

Ekso Bionics Business Unit Sale

ChronoScale also announced the completion of the sale of its Ekso Bionics business unit, which the Company believes will allow it to focus its operations, management resources and capital allocation on its core accelerated compute and AI infrastructure business.

The divestiture follows the formation of ChronoScale through the strategic combination of Applied Digital’s cloud business and EKSO Bionics Holdings, Inc. ChronoScale now operates as an independent public company focused on scalable GPU-based infrastructure optimized for AI training, inference and high-performance computing.

Cenly Chen added: “We intend the sale of the Ekso Bionics business to allow us to further sharpen our focus and concentrate our resources on what we see as the significant opportunity ahead in AI infrastructure.”

ChronoScale is building its platform to address growing enterprise and AI-native demand for dedicated computing environments capable of supporting increasingly demanding AI workloads. The Company’s strategy centers on delivering scalable accelerated computing capacity with the performance, consistency and operational execution required for large-scale deployments.

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¹ Annualized revenue run-rate is an operating metric and a non-GAAP measure, calculated by multiplying revenue recognized under contracts in a quarterly period by four. The revenue recognized under these contracts is based on current assumptions and not a forecast of revenue for any specific reporting period.

About ChronoScale

ChronoScale (Nasdaq: CHRN) is an accelerated compute platform purpose-built to support demanding artificial intelligence workloads. Focused on large-scale deployments, the platform delivers dedicated compute environments optimized for performance, consistency, and long-term operational execution, with the ability to scale capacity alongside accelerating AI demand.

Forward-Looking Statements

Statements in this Press Release about future expectations, plans, and prospects, as well as any other statements regarding matters that are not historical facts, may constitute “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such forward-looking statements include but are not limited to: (i) statements regarding the Company, its plans and objectives and anticipated future economic performance; (ii) statements about the cloud compute industry; (iii) statements regarding the Company’s ability to expand capacity and meet accelerating demand; (iv) statements regarding the Company’s ability to execute on planned infrastructure deployments and commissioning schedules; (v) statements regarding the performance of customers, suppliers, utilities and other counterparties;; and (vi) statements of assumptions underlying other statements and statements about the Company or its business. You are cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events and thus are inherently subject to uncertainty. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the Company’s expectations. These risks, uncertainties, and other factors include: the ability to raise capital to fund the acquisition and deployment of GPUs, other equipment and other capital expenditures; the timely achievement of the deployment schedule in its customer agreements; customer concentration and the ability to renew or expand customer relationships; achievement of our target annualized run-rate revenue and revenue expectations in connection with our customer contracts; limitations on the Company’s ability to attract and retain key personnel, including executive officers and Board members of the Company; the success of the Company’s risk management activities, including any failure by the Company to implement and maintain effective internal controls; cash flow and access to capital; conditions in the debt and equity capital markets; slower than anticipated growth in the cloud compute industry; uncertainties related to market conditions, and other factors discussed in the “Risk Factors” section of the Company’s Annual Report on Form 10-K filed with the SEC on August 19, 2026, and the risks described in other filings that the Company may make from time to time with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof, and the Company specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise, except to the extent required by applicable law.

Investor Relations & Media Contacts

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