

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 8, 2025

DATA STORAGE CORPORATION

(Exact name of registrant as specified in its charter)

(Former Name of Registrant)

Nevada	001-35384	98-0530147
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

244 5th Avenue, Second Floor, Suite 2821
New York, New York 10001
(Address of principal executive offices) (zip code)

212-564-4922
(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 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))

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	DTST	The Nasdaq Capital Market
Warrants to purchase shares of Common Stock, par value \$0.001 per share	DTSTW	The Nasdaq Capital 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 8.01. Other Events.

On December 8, 2025, the Company issued a press release announcing that the Company intends to commence, on December 8, 2025, a tender offer to purchase for cash up to 6,192,990 shares of its Common Stock at a purchase price of \$5.20 per share, less any applicable withholding taxes and without interest for an aggregate purchase price of up to \$32,203,548.

The press release attached hereto as Exhibit 99.1 is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer described in this Current Report on Form 8-K and in Exhibit 99.1 has not yet commenced. The solicitation of offers to buy shares of Common Stock will only be made pursuant to an Offer to Purchase and other related documents that the Company will send to its stockholders once the tender offer has commenced. Stockholders of the Company are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC when they become available, carefully and in their entirety because they will contain important information, including the terms and conditions of the tender offer. Those materials will be distributed by the Company to the Company’s stockholders at no expense to them.

Upon commencement of the tender offer, the Company will file the Offer to Purchase and other related documents with the SEC, and, when available, investors may obtain them for free from the SEC at its website (www.sec.gov) or free of charge from the Company as described in Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished with this Current Report on Form 8-K:

Exhibit Number	Exhibit Description
99.1	Press Release
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within in the inline XBRL document)

SIGNATURES

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

Dated: December 8, 2025

DATA STORAGE CORPORATION

By: /s/ Charles M. Piluso

Name: Charles M. Piluso

Title: Chief Executive Officer



Data Storage Corporation Announces Its Intention to Commence a Tender Offer

MELVILLE, N.Y., December 8, 2025 (GLOBE NEWSWIRE) — **Data Storage Corporation (Nasdaq: DTST) (the “Data Storage” or “Company”)**, today announced its intention to commence a tender offer (the “Offer”) to purchase for cash up to 6,192,990 shares of its common stock, par value \$0.001 per share, at a purchase price of \$5.20 per share, less any applicable withholding taxes and without interest, for an aggregate purchase price of up to \$32,203,548. The Company intends to distribute to stockholders and file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the “SEC”), today, December 8, 2025.

The Company intends to commence the Offer today. The Offer, proration period, and withdrawal rights is scheduled to expire at 12:00 midnight, at the end of the day, New York City time, on Wednesday, January 7, 2026, unless the Offer is extended (the “Expiration Time”). Stockholders must validly tender and not validly withdraw their common stock before the Expiration Time to be eligible to participate in the tender offer. Tendered shares of common stock may only be withdrawn on or before the Expiration Time.

“Following the divestiture of our disaster recovery and CPU cloud hosting services business, we are rapidly advancing Data Storage’s next phase — with a strategic plan to invest in higher-growth areas where we believe we can build durable competitive advantages, including GPU Infrastructure-as-a-Service (IaaS), AI-driven software applications business process AI software, cybersecurity, and voice/data telecommunications,” said Chuck Piluso, Chairman and Chief Executive Officer. “We have also put in place and executed advisory engagements with specialists in these high-technology verticals to support our acquisition and partnership strategy. While this tender offer provides optional liquidity for stockholders who elect to participate, stockholders who do not tender will own a greater percentage of our outstanding shares following consummation of the Offer.”

Purpose of the Offer; No Recommendation

After evaluating various alternatives, expected capital requirements and legal restrictions, the Company believes the Offer represents an attractive opportunity to return capital to stockholders who elect to tender their shares, subject to the terms and conditions of the Offer. Additionally, stockholders who do not participate in the Offer will experience an automatic increase in their relative percentage interest in the Company following completion of the Offer.

Neither the Company nor any member of its Board of Directors or the Special Committee, nor the Information Agent or Depositary, makes any recommendation to any stockholder as to whether to tender or refrain from tendering any shares. Stockholders should carefully evaluate all information in the Offer and are urged to consult with their financial and tax advisors.

Funding and Strategic Execution

The Company intends to pay for the purchase of tendered shares, including related fees and expenses, with cash on hand including proceeds received from the sale of its cloud services business, which was completed on September 11, 2025. The Offer will not be subject to a financing condition.

Following the closing of the divestiture, Data Storage is no longer engaged in providing cloud-based disaster recovery or cloud CPU hosting business solutions. Through its subsidiary, Nexxis, the Company continues to provide Voice over Internet Protocol (“VoIP”)/Unified Communications and dedicated internet connectivity as part of its one-stop solution set.

Tender offer materials; Where to get information

The tender offer described in this press release has not yet commenced. This press release is for information purposes only, and is not an offer to purchase or the solicitation of an offer to sell any shares of the Company's common stock. The solicitation of offers to purchase shares of the Company's common stock will be made only pursuant to the tender offer documents, including an Offer to Purchase and related Letter of Transmittal, that the Company intends to distribute to stockholders and file as part of a tender offer statement on Schedule TO with the SEC, today, December 8, 2025.

THE COMPANY'S STOCKHOLDERS ARE URGED TO READ THE TENDER OFFER STATEMENT (INCLUDING THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED TENDER OFFER DOCUMENTS) WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY THE COMPANY WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION CONCERNING THE TERMS OF THE TENDER OFFER.

Once the tender offer is commenced, copies of the tender offer statement on Schedule TO, the Offer to Purchase, the Letter of Transmittal and other documents that the Company will be filed with the SEC, will be distributed by the Company to the Company's stockholders at no expense to them and will also be available to stockholders free of charge at the SEC website at www.sec.gov.

Questions and requests for assistance or additional copies of the Offer materials may be directed to the Information Agent for the Offer: Broadridge Corporate Issuer Solutions, LLC, 51 Mercedes Way, Attn: BCIS IWS, Edgewood, NY 11717, (856) 793-5068, Email: shareholder@broadridge.com.

About Data Storage Corporation

Data Storage Corporation (Nasdaq: DTST), through its subsidiary, Nexxis, Inc., provides Voice over Internet Protocol ("VoIP")/Unified Communications and dedicated internet connectivity as part of DTST's one-stop solution set. Once the tender offer is complete, DTST plans to invest in and support businesses, including, but not limited to, GPU Infrastructure-as-a-Service (IaaS), AI-driven software applications, cybersecurity, and voice/data telecommunications. The Company's mission is to build sustainable, recurring revenue streams while maintaining financial discipline and strategic focus. For more information, visit www.dtst.com.

Safe Harbor Provision

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, that are intended to be covered by the safe harbor created thereby. Forward-looking statements are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans" and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can provide no assurance that such expectations will prove to have been correct. These forward-looking statements are based on management's expectations and assumptions as of the date of this press release and include statements regarding the Company's intention to commence a tender offer and to distribute to stockholders and file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the "SEC"); rapidly advancing Data Storage's next phase; investing in higher-growth areas where the Company can build durable competitive advantages, including GPU Infrastructure-as-a-Service (IaaS), AI-driven software applications, business process AI software, cybersecurity, and voice/data telecommunications;; the Offer representing an attractive opportunity to return capital to stockholders who elect to tender their shares; plans to invest in and support businesses, including, but not limited to, GPU Infrastructure-as-a-Service, AI-driven software applications, cybersecurity, and voice/data telecommunications; and building sustainable, recurring revenue streams while maintaining financial discipline and strategic focus.. Important factors that could cause actual results to differ materially from current expectations include the Company's ability to advance its strategy in high-growth technology verticals; the Company's ability to invest in high-growth areas where it can build durable competitive advantages, including GPU Infrastructure-as-a-Service (IaaS), AI-driven software applications, business process AI software, cybersecurity, and voice/data telecommunications; and the Company's ability to build sustainable, recurring revenue streams while maintaining financial discipline and strategic focus. These risks should not be construed as exhaustive and should be read together with the other cautionary statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which it was initially made. Except as required by law, the Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or otherwise.

Contact:

Crescendo Communications, LLC
212-671-1020
DTST@crescendo-ir.com
