
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)**

DATA STORAGE CORPORATION

(Names of Filing Persons (Issuer and Offeror))

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)**

**23786R201
(CUSIP Number of Class of Securities)**

**Charles M. Piluso
Chief Executive Officer
Data Storage Corporation
244 5th Avenue, Second Floor, Suite 2821
New York, New York 10001
Telephone: (212) 564-4922**

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With copies to:
**Leslie Marlow, Esq.
Kathleen A. Cunningham, Esq.
Blank Rome LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 885-5000**

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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AMENDMENT NO. 2 TO

SCHEDULE TO

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO (as amended, together with all exhibits including Exhibit (a)(1)(A)) (the “Schedule TO”) filed with the Securities and Exchange Commission (the “SEC”) on December 8, 2025, as amended by Amendment No. 1 filed with the SEC on December 18, 2025. Amendment No. 2 is filed with the SEC on December 23, 2025, to extend the length of time that the Offer to Purchase will remain open to account for an additional two holidays created pursuant to an Executive Order. Capitalized terms used herein but not defined herein shall have the meanings ascribed thereto in the Schedule TO.

This Amendment No. 2 is being filed solely to extend the expiration date of the Tender Offer to 12:00 Midnight at the end of the day, New York City Time on Monday, January 12, 2026, unless the Offer is extended (such date and Time, as they may be extended (the “Expiration Time”) or earlier terminated.

All references to the Expiration Time shall be deemed to be amended to the above referenced information.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 2 amends and restates the items of the Schedule TO that are being amended and restated hereby, and unaffected items and exhibits in the Schedule TO are not included herein. This Amendment No. 2 should be read in conjunction with the Schedule TO and the related Offer to Purchase as the same may be further amended or supplemented and filed with the SEC.

Item 1. SUMMARY TERM SHEET

The information set forth in Item 4 below is incorporated herein by reference.

Item 4. TERMS OF TRANSACTION

This Amendment No. 2 amends and supplements Items 1 and 4 of the Schedule TO as follows:

Extension of the Offer

The Company is extending the expiration date of the Offer until 12:00 Midnight at the end of the day, New York City Time on Monday, January 12, 2026, unless the Offer is extended (such date and Time, as they may be extended (the “Expiration Time”) or earlier terminated. The Offer had been previously 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 was extended or earlier terminated. Throughout the Schedule TO, the Offer and the other offering materials and acceptance and exercise documents, all references to the expiration date of the Offer are hereby amended to extend the expiration date of the Offer until 12:00 Midnight at the end of the day, New York City Time on Friday, January 9, 2026, unless the Offer is extended (such date and time, as they may be extended or earlier terminated.)

Clarification of Withdrawal Rights

If you change your mind and do not want to participate in the Offer, you may submit a Notice of Withdrawal to Broadridge Corporate Issuer Solutions, LLC (“Broadridge”) at the address indicated in the Offer filed with the SEC on December 8, 2025 at any time prior to the Expiration Time, which is now Monday, January 12, 2026. The Notice of Withdrawal must be properly completed and must be returned to Broadridge on or prior to the Expiration Time.

ITEM 12. EXHIBITS

The Exhibit Index appearing after the signature page hereto is incorporated by reference.

ITEM 12

[Exhibit \(a\)\(5\)\(A\) Press Release dated December 23, 2025.](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 23, 2025

DATA STORAGE CORPORATION

By: /s/ Charles M. Piluso
Name: Charles M. Piluso
Title: Chief Executive Officer



Data Storage Corporation Extends Expiration Time of Offer to Purchase

MELVILLE, N.Y., December 23, 2025 (GLOBE NEWSWIRE) — **Data Storage Corporation (Nasdaq: DTST) (“Data Storage” or the “Company”)**, today announced that it will extend the Expiration Time for its Offer to Purchase. The Offer to Purchase shall be extended from January 7, 2026 to January 12, 2026. The Company will file an Amendment No. 2 to its Schedule TO with the Securities and Exchange Commission solely to extend the expiration date of the Tender Offer to 12:00 Midnight at the end of the day, New York City Time on Monday, January 12, 2026, unless the Offer is extended (such date and Time, as they may be extended (the “Expiration Time”) or earlier terminated.

About Data Storage Corporation

Data Storage Corporation (Nasdaq: DTST), through its subsidiary today, 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 filing an Amendment No. 2 to the Company’s Schedule TO with the Securities and Exchange Commission; 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 complete the Tender Offer process as expected; 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.

Additional Information

The press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The Offer for the shares of Common Stock described in this press release is described in a tender offer statement on Schedule TO the Company filed with the Securities and Exchange Commission (“SEC”) on December 8, 2025, as amended on December 18, 2025 and today.

THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) CONTAIN IMPORTANT INFORMATION. HOLDERS OF SHARES OF THE COMPANY’S COMMON STOCK ARE URGED TO READ THESE DOCUMENTS CAREFULLY (AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME) BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF SHARES OF THE COMPANY’S COMMON STOCK SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES.

The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents have been made available to all holders of shares of the Company’s Common Stock at no expense to them. The tender offer materials are available for free at the SEC’s website at www.sec.gov or by accessing the Investor Relations section of the Company’s website at www.dtst.com.

Contact:

Crescendo Communications, LLC

212-671-1020

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