

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): July 24, 2024

**ASSET ENTITIES INC.**

(Exact name of Company as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**001-41612**

(Commission File Number)

**88-1293236**

(IRS Employer  
Identification No.)

**100 Crescent Ct, 7th Floor, Dallas, TX**

(Address of principal executive offices)

**75201**

(Zip Code)

**(214) 459-3117**

(Company's telephone number, including area code)

(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 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B Common Stock, \$0.0001 par value per share	ASST	The Nasdaq Stock Market LLC

Indicate by check mark whether the Company is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging Growth Company

If an emerging growth company, indicate by check mark if the Company 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 7.01. Regulation FD Disclosure.**

On July 29, 2024, Asset Entities Inc., a Nevada corporation (the “Company”), issued a press release announcing the Compliance Notice (as defined below). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01 (including Exhibit 99.1 hereto), 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 into any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except as expressly set forth by specific reference in such a filing.

***Forward-Looking Statements***

The press release and the statements contained therein include “forward-looking” statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or the Company’s future financial or operating performance. In some cases, you can identify these statements because they contain words such as “may,” “will,” “believes,” “expects,” “anticipates,” “estimates,” “projects,” “intends,” “should,” “seeks,” “future,” “continue,” “plan,” “target,” “predict,” “potential,” or the negative of such terms, or other comparable terminology that concern the Company’s expectations, strategy, plans, or intentions. Forward-looking statements relating to expectations about future results or events are based upon information available to the Company as of the date of the press release and are not guarantees of the future performance of the Company, and actual results may vary materially from the results and expectations discussed. Forward-looking statements include, but are not limited to, the Company’s expectations regarding its financial position and operating performance, its expectations regarding its business initiatives, trends in its business, the effectiveness of its strategies, its market opportunity, and demand for its products and services in general. The Company’s expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected, including risks and uncertainties described in the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other filings with the SEC. All subsequent written and oral forward-looking statements concerning the Company or other matters and attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. The Company does not undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof, except as required by law.

**Item 8.01 Other Events.*****Nasdaq Compliance Notice***

As previously reported in its Current Report on Form 8-K filed on October 3, 2023, the Company received written notification from the Listing Qualifications Department (the “Qualifications Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it was not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) for continued listing on The Nasdaq Capital Market (the “Bid Price Rule”). The Bid Price Rule requires listed securities to maintain a minimum bid price of \$1.00 per share, and Nasdaq Listing Rule 5810(c)(3)(A) provides that a failure to meet the Bid Price Rule exists if the deficiency continues for a period of 30 consecutive business days.

As previously reported in its Current Report on Form 8-K filed on May 31, 2024, on May 23, 2024, the Company received a written notification (the “Equity Notice”) from the Qualifications Staff informing the Company that it no longer complies with the requirement under Nasdaq Listing Rule 5550(b) by maintaining a minimum of \$2,500,000 in stockholders’ equity for continued listing on The Nasdaq Capital Market (the “Stockholders’ Equity Rule”) because the Company reported stockholders’ equity of \$1,862,255 in its Quarterly Report on Form 10-Q for the period ended March 31, 2024, and, as of the date of the Equity Notice, the Company did not meet the alternatives of market value of listed securities or net income from continuing operations. Accordingly, the Equity Notice indicated that this matter served as an additional basis for delisting the Company’s securities from Nasdaq.

On July 1, 2024, the Company effectuated a one-for-five (1-for-5) reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of Class A Common Stock, \$0.0001 par value per share, and Class B Common Stock, \$0.0001 par value per share (“Class B Common Stock”), in order to raise the minimum bid price of the Company’s Class B Common Stock above \$1.00 per share and bring the Company back into compliance with the Bid Price Rule. To regain compliance, the Company’s Class B Common Stock was required to have a closing bid price of at least \$1.00 for a minimum of ten consecutive business days.

On July 24, 2024, the Company received a letter (the “Compliance Notice”) from the staff of the Nasdaq Office of General Counsel notifying the Company that it had regained compliance with the Bid Price Rule. Additionally, the Compliance Notice stated that the Company cured a deficiency under the Stockholders’ Equity Rule identified by the Qualifications Staff in the Equity Notice, and that concern is now also closed. Accordingly, the Nasdaq Hearings Panel has determined to continue the listing of the Company’s securities on The Nasdaq Stock Market and is closing this matter.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated July 29, 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, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 29, 2024

ASSET ENTITIES INC.

/s/ Arshia Sarkhani

Name: Arshia Sarkhani

Title: Chief Executive Officer and President



## Asset Entities Inc. Regains Compliance with Nasdaq

**DALLAS, July 29, 2024 -- Asset Entities Inc. (“Asset Entities” or “the Company”) (NASDAQ: ASST)**, a provider of digital marketing and content delivery services across Discord and other social media platforms, and a Ternary Payment Platform company, today announced that the Company received formal notice (the “Notice”) from the Nasdaq Office of General Counsel of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company has regained compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”).

To regain compliance with the Bid Price Rule, the Company’s Class B Common Stock was required to maintain a minimum closing bid price of \$1.00 or more for at least ten consecutive business days. The Notice confirmed that this requirement had been met. As a result, this listing matter has been closed.

Additionally, the Notice indicated that the Company had regained compliance with Nasdaq Listing Rule 5550(b) by obtaining stockholders’ equity of more than \$2,500,000. As a result, this listing matter has also been closed.

The Company’s Class B Common Stock will continue to trade on The Nasdaq Capital Market tier of Nasdaq under the symbol “ASST”.

### **About Asset Entities Inc.**

Asset Entities Inc. is a technology company providing social media marketing, management, and content delivery across Discord, TikTok, Instagram, X (formerly Twitter), YouTube, and other social media platforms. Asset Entities is believed to be the first publicly traded Company based on the Discord platform, where it hosts some of Discord’s largest social community-based education and entertainment servers. The Company’s AE.360.DDM suite of services is believed to be the first of its kind for the Design, Development, and Management of Discord community servers. Asset Entities’ initial AE.360.DDM customers have included businesses and celebrities. The Company also has its Ternary payment platform that is a Stripe-verified partner and CRM for Discord communities. The Company’s Social Influencer Network (SiN) service offers white-label marketing, content creation, content management, TikTok promotions, and TikTok consulting to clients in all industries and markets. The Company’s SiN influencers can increase the social media reach of client Discord servers and drives traffic to their businesses. Learn more at [assetentities.com](https://assetentities.com), and follow the Company on X (formerly Twitter) at [@assetentities](https://twitter.com/assetentities).

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### **Important Cautions Regarding Forward-Looking Statements**

This press release contains forward-looking statements. In addition, from time to time, representatives of the Company may make forward-looking statements orally or in writing. These forward-looking statements are based on expectations and projections about future events, which are derived from the information currently available to the Company. Such forward-looking statements relate to future events or the Company's future performance, including its financial performance and projections, growth in revenue and earnings, and business prospects and opportunities. Forward-looking statements can be identified by those statements that are not historical in nature, particularly those that use terminology such as "may," "should," "expects," "anticipates," "contemplates," "estimates," "believes," "plans," "projected," "predicts," "potential," or "hopes" or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors including those that are described in the section titled "Risk Factors" in the Company's periodic reports which are filed with the Securities and Exchange Commission. These and other factors may cause the Company's actual results to differ materially from any forward-looking statement. Forward-looking statements are only predictions. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake any responsibility to update the forward-looking statements in this release, except in accordance with applicable law.

### **Company Contacts:**

Arshia Sarkhani, President and Chief Executive Officer  
Michael Gaubert, Executive Chairman  
Asset Entities Inc.  
Tel +1 (214) 459-3117  
Email Contact

### **Investor Contact:**

Skyline Corporate Communications Group, LLC  
Scott Powell, President  
1177 Avenue of the Americas, 5th Floor  
New York, NY 10036  
Office: (646) 893-5835  
Email: [info@skylineccg.com](mailto:info@skylineccg.com)

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