

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): May 27, 2026

CID HoldCo, Inc.
(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-42711
(Commission File Number)

99-2578850
(IRS Employer
Identification No.)

5661 S Cameron St, Suite 100,
Las Vegas, Nevada
(Address of Principal Executive Offices)

89118
(Zip Code)

(303)-332-4122
(Registrant'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 registrant 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
Common Stock, par value of \$0.0001 per share	DAIC	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of Common Stock at an exercise price of \$11.50 per share	DAICW	The Nasdaq Stock Market LLC

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 3.03 Material Modification to Rights of Security Holders.

The board of directors (“Board”) of CID HoldCo, Inc., a Delaware corporation (the “Company”), approved the implementation of a reverse stock split of the Company’s outstanding shares of common stock, par value \$0.0001 per share (“Common Stock”), at a ratio of one-for-twenty-five (the “Reverse Stock Split”), as previously approved at the annual meeting of stockholders held on May 12, 2026. The Reverse Stock Split will become legally effective as of 4:01 p.m. Eastern Time on May 29, 2026 (the “Legal Effective Date”), and the Common Stock will open for trading on The Nasdaq Stock Market LLC on a reverse split-adjusted basis on June 1, 2026, under the existing trading symbol “DAIC” and with the new CUSIP number of **171756208**.

Effects of the Reverse Stock Split.

On the Legal Effective Date, every twenty-five shares of the Common Stock issued and outstanding or held as treasury stock will be automatically reclassified into one new share of Common Stock. The par value per share of the Common Stock will remain unchanged at \$0.0001 per share. The new CUSIP number for the Common Stock following the Reverse Stock Split will be **171756208**.

No fractional shares will be issued in connection with the Reverse Stock Split. Fractional shares resulting from the Reverse Stock Split will be rounded down to the nearest whole share and stockholders will receive cash in lieu of any fractional shares that would have been created by the Reverse Stock Split. Each stockholder’s percentage ownership interest in the Company and proportional voting power will remain unchanged as a result of the Reverse Stock Split, except for adjustments that will result from rounding fractional shares down to whole shares.

Continental Stock Transfer and Trust will act as the paying agent for the Reverse Stock Split and will provide stockholders with a transaction statement that reflects their post-split shareholdings. Stockholders owning shares via a broker, bank, trust or other similar organization will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such organization’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

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

The information set forth in Item 3.03 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 5.03. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On May 28, 2026, the Company issued a press release disclosing the Reverse Stock Split and the effects thereof. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment of the Fifth Amended and Restated Certificate of Incorporation of the Company, filed on May 27, 2026.
99.1	Press release, dated May 28, 2026.
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 registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CID HoldCo, Inc.

Date: May 28, 2026

By: /s/ Edmund Nabrotzky

Edmund Nabrotzky

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CID HOLDCO, INC.**

May 27, 2026

CID Holdco, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is CID Holdco, Inc.

SECOND: This Certificate of Amendment ("*Certificate of Amendment*") amends the provisions of the Company's Amended and Restated Certificate of Incorporation, as filed of record with the Delaware Secretary of State on June 18, 2025 (the "*Certificate of Incorporation*").

THIRD: The Certificate of Incorporation is hereby amended by revising Section 4.1 of Article IV to include a new paragraph (a) as follows:

- (a) Reverse Stock Split. Effective at 4:01 pm Eastern time on May 29, 2026 (the "*Effective Time*"), each share of Common Stock, either issued or outstanding or held by the Company as treasury stock, immediately prior to the Effective Time, will be automatically reclassified and combined (without any further act) into a smaller number of shares such that each 25 shares of Common Stock issued and outstanding or held by the Company as treasury stock immediately prior to the Effective Time is reclassified into one share of Common Stock of the Company (the "*Reverse Stock Split*"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction of a share of Common Stock to which such holder would otherwise be entitled multiplied by the fair value per share of the Common Stock immediately prior to the Effective Time as determined by the Board of Directors."

FOURTH: This Certificate of Amendment shall become effective at 4:01 pm Eastern time on May 29, 2026.

FIFTH: The Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, as amended (the "*DGCL*") and by the Company's stockholders in accordance with Section 212 of the DGCL.

SIXTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect

[Signature page follows]

CID Holdco, Inc. has caused this Certificate of Amendment to be duly executed and acknowledged in its name and on its behalf by the undersigned officer, thereunto duly authorized, as of the date first set forth above.

CID HOLDCO, INC.

By: /s/ Edmund Nabrotzky

Name: Edmund Nabrotzky

Title: Chief Executive Officer

Dot Ai Announces Implementation of Previously Approved 1-for-25 Reverse Stock Split

Common Stock Expected to Begin Trading on a Split-Adjusted Basis on June 1, 2026

LAS VEGAS, NEVADA - May 28, 2026 - CID HoldCo, Inc. (“Dot Ai” or the “Company”) (Nasdaq: DAIC), today announced that it will implement a one-for-twenty-five reverse stock split of the Company’s common stock, par value \$0.0001 per share (the “Reverse Stock Split”), as previously approved at the annual meeting of stockholders held on May 12, 2026.

The Reverse Stock Split will become effective at 4:01 p.m. Eastern Time on May 29, 2026 (the “Effective Date”) and shares of the Company’s common stock will begin trading on a split-adjusted basis on The Nasdaq Stock Market LLC under the same symbol (DAIC) when the markets open on June 1, 2026, with the new CUSIP number of 171756208. As previously disclosed, the Company’s stockholders approved, at the annual meeting of stockholders held on May 12, 2026, a proposal authorizing an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of its common stock at a ratio within the range of not less than one-for-ten and not more than one-for-twenty-five, as set by the Board of Directors.

On the Effective Date, every twenty-five issued and outstanding shares of common stock will be automatically combined and converted into one share, reducing the number of shares of the Company’s outstanding common stock from approximately 30.26 million shares to approximately 1.21 million shares. Fractional shares will not be issued. Instead, stockholders will receive cash in lieu of any fractional shares that would have been created by the Reverse Stock Split. The Reverse Stock Split is not expected to affect any stockholder’s ownership percentage of the Company’s common stock, except to the extent that it would result in any stockholder owning a fractional share.

Continental Stock Transfer and Trust will act as the paying agent for the Reverse Stock Split and will provide stockholders with a transaction statement that reflects their post-split shareholdings. Stockholders owning shares via a broker, bank, trust or other similar organization will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to such organization’s particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

About Dot Ai

Dot Ai (Nasdaq: DAIC) is an IoT and AI-based SaaS company at the forefront of Asset Intelligence technology for smart supply chain operations. Leveraging state-of-the-art AI engines, cutting-edge 5G RF and BLE technology, and seamless cloud integrations, Dot Ai offers real-time asset visibility and predictive analytics that integrate with existing infrastructure. The Company serves multiple industries including aviation, construction, delivery, military, mining, retail, sea ports, medical logistics, warehousing and manufacturing. For more information, please visit daic.ai.

Cautionary Statement Concerning Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts, including statements regarding anticipated production capacity increases, facility expansion plans, expected order fulfillment, and future business growth. All forward-looking statements are based on Dot Ai’s current expectations and beliefs concerning future developments and their potential effects on the company. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements, and Dot Ai assumes no obligation to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Investor Relations Contact

Lucas A. Zimmerman & Ian Scargill
MZ Group - MZ North America
(262) 247-6461
DAIC@mzgroup.us
www.mzgroup.us