

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): April 2, 2025

Trump Media & Technology Group Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-40779
(Commission File Number)

85-4293042
(IRS Employer Identification No.)

401 N. Cattlemen Rd., Ste. 200
Sarasota, Florida 34232
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (941) 735-7346

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 \$0.0001 per share	DJT	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share common stock at an exercise price of \$11.50	DJTWW	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 7.01 Regulation FD Disclosure.

On April 2, 2025, Trump Media & Technology Group Corp. (the "Company") issued a press release, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The Company also wrote a letter to Axios in response to its article titled "Truth Social filing would allow Trump's trust to sell up to \$2.3 billion in stock," a copy of which is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1 and Exhibit 99.2, 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, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Forward-Looking Statements

Certain statements in this Current Report on Form 8-K may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding, among other things, the plans, strategies, and prospects, both business and financial, of TMTG, Truth.Fi, and its products and services and related matters. Although the Company believes that its plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, the Company cannot assure you that it will achieve or realize these plans, intentions, or expectations. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events, or results of operations, are forward-looking statements. These statements may be preceded by, followed by, or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates" or "intends" or similar expressions. Forward-looking statements are not guarantees of future performance, and involve risks, uncertainties and assumptions that may cause our actual results to differ materially from the expectations that the Company describes in its forward-looking statements. There may be events in the future that the Company is not accurately able to predict, or over which the Company has no control.

You should not place undue reliance on forward-looking statements. Although the Company may elect to update forward-looking statements in the future, the Company disclaims any obligation to do so, even if our assumptions and projections change, except where applicable law may otherwise require us to do so. Forward-looking statements are not guarantees of performance. Readers should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the cautionary statements herein. Important factors that may affect these projections or expectations include, but are not limited to: our ability to recognize the anticipated benefits of Truth.Fi and our future collaborations; our ability to develop and launch new products and offerings; our ability to obtain regulatory approval; the possibility that we may be adversely impacted by economic, business, and/or competitive factors; our limited operating history making it difficult to evaluate our business and prospects; our inability to effectively manage future growth and achieve operational efficiencies; our inability to grow or maintain our active user base; our inability to achieve or maintain profitability; occurrence of a cyber incident resulting in information theft, data corruption, operational disruption and/or financial loss; potential diversion of management's attention and consumption of resources as a result of new products and strategies; and those additional risks, uncertainties and factors described in more detail under the caption "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and in our other filings with the SEC, which describe additional factors that could adversely affect our business, financial condition, or results of operations. The Company's SEC filings are available publicly on the SEC website at www.sec.gov. New risk factors emerge from time to time and it is not possible to predict all such risk factors, nor can we assess the impact of all such risk factors on our business, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

Exhibit No.	Description of Exhibits
99.1	Press Release, dated April 2, 2025.
99.2	Letter to Axios, dated April 2, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

Trump Media & Technology Group Corp.

Dated: April 2, 2025

By:	<u>/s/ Scott Glabe</u>
Name:	Scott Glabe
Title:	General Counsel and Secretary

Trump Media Issues Statement on Filing of Form S-3

SARASOTA, Fla., April 2, 2025 (GLOBE NEWSWIRE) -- Trump Media and Technology Group Corp. (Nasdaq: DJT) ("TMTG" or "the Company"), operator of the social media platform Truth Social, the streaming platform Truth+, and the FinTech brand Truth.Fi, released the following statement in response to inaccurate stories about its filing of a registration statement on form S-3 with the U.S. Securities and Exchange Commission:

"Legacy media outlets are spreading a fake story suggesting that a TMTG filing today is paving the way for the Trump trust to sell its shares in TMTG. To be clear, these shares were already registered last June on an S-1 form, and today TMTG submitted a routine filing that re-registers them on an S-3 form in order to keep the Company's filings effective. In fact, there currently is no open window for any affiliate to sell shares."

About TMTG

The mission of TMTG is to end Big Tech's assault on free speech by opening up the Internet and giving people their voices back. TMTG operates Truth Social, a social media platform established as a safe harbor for free expression amid increasingly harsh censorship by Big Tech corporations, as well as Truth+, a TV streaming platform focusing on family-friendly live TV channels and on-demand content. TMTG is also launching Truth.Fi, a financial services and FinTech brand incorporating America First investment vehicles.

Cautionary Statement About Forward-Looking Statements

Certain statements in this press release constitute "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Statements contained in this press release that are not historical facts are forward-looking statements and include, for example, statements regarding, among other things, the plans, strategies, and prospects, both business and financial, of TMTG, Truth.Fi, and its products and services. We have based these forward-looking statements on our current expectations about future events, including the rollout of products and features and the future plans, regulatory approval, timing and potential success of our future collaborations. The forward-looking statements included in this press release are based on our current beliefs and expectations of our management as of the date of this press release. These statements are not guarantees or indicative of future performance. Although we believe that our plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions, or expectations. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions. Generally, statements that are not historical facts, including statements concerning possible or assumed future actions, business strategies, events, or results of operations, are forward-looking statements. These statements may be preceded by, followed by, or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates," "soon," "goal," "intends," or similar expressions. Forward-looking statements are not guarantees of future performance, and involve risks, uncertainties and assumptions that may cause our actual results to differ materially from the expectations that we describe in our forward-looking statements. There may be events in the future that we are not accurately able to predict, or over which we have no control. Important assumptions and other important factors that could cause actual results to differ materially from those forward-looking statements include, but are not limited to, our ability to recognize the anticipated benefits of Truth.Fi and our future collaborations; the possibility that we may be adversely impacted by economic, business, and/or competitive factors; our ability to develop and launch new products and offerings; our ability to obtain regulatory approval; our limited operating history making it difficult to evaluate our business and prospects; our inability to effectively manage future growth and achieve operational efficiencies; our inability to grow or maintain our active user base; our inability to achieve or maintain profitability; occurrence of a cyber incident resulting in information theft, data corruption, operational disruption and/or financial loss; potential diversion of management's attention and consumption of resources as a result of new products and strategies; and those additional risks, uncertainties and factors described in more detail under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024, and in our other filings with the Securities and Exchange Commission. We do not intend, and, except as required by law, we undertake no obligation, to update any of our forward-looking statements after the issuance of this press release to reflect any future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Investor Relations Contact

Shannon Devine (MZ Group | Managing Director - MZ North America)
Email: shannon.devine@mzgroup.us

Media Contact

press@tmtgcorp.com

April 2, 2025

Re: Axios Managing Editor Ben Berkowitz engages in defamation, market manipulation in effort to sabotage Trump Media

To Whom It May Concern:

On April 2, 2025, Axios published a story by Ben Berkowitz titled, "Truth Social filing would allow Trump's trust to sell up to \$2.3 billion in stock," available at <https://www.axios.com/2025/04/02/trump-truth-social-stock>. The thrust and focus of the article is the false and defamatory implication that an S-3 filing submitted to the Securities and Exchange Commission by TMTG on April 2, 2025, indicates that the Donald J. Trump Revocable Trust, dated April 7, 2014 ("the Trust"), TMTG's largest shareholder, is preparing to sell its shares in TMTG. Answering the question "Why it matters," the article states, "Truth Social may be hoping for a halo from Newsmax, the conservative media company that went public Monday and saw its stock rise from \$10 to \$233 in two days."

In fact, there was no basis whatsoever for Axios to believe Truth Social was hoping to exploit the launch of the Newsmax stock via a sale of TMTG stock by the Trust. Indeed, this very notion is nonsensical, considering that proceeds from such a sale would accrue to the Trust itself, not to TMTG. It's hard to believe Axios did not know this fact since Axios itself had previously reported it in connection with a prior registration statement. ("The filing and the associated press release do mention — eventually — that Trump Media and Technology Group isn't issuing new shares and won't receive any money when the newly-registered stock starts trading," <https://www.axios.com/2024/04/15/trump-truth-social-stock-shares-price-down-why>).

Crucially, the article completely omits the critical fact, as is stated in the S-3 filing itself, that the filing consolidates prior registration statements in the form of an S-3. The Trust shares, in fact, had been registered previously—as Axios also could have discovered through a search of Google, the SEC EDGAR system, or its *own reporting*—and the S-3 filing did not cause or reflect a change in the status of those shares.

The omission of this fact allowed Axios to misrepresent the S-3 filing as an indication of a new intention by the Trust to sell its TMTG shares. This false implication was re-reported widely throughout the media, causing an immediate, severe drop in TMTG's stock price.

The fast spread of this false information forced TMTG to issue a public statement debunking Axios’ misrepresentations. Axios’ later addition of this statement to its story constitutes an implicit admission of error but did little to influence the false story’s trajectory, as it had already been widely re-reported. The same goes for Axios’ post-publication addition of a reference to one of Donald Trump’s past public statements that he had no intention of selling his TMTG shares—another highly relevant fact omitted from the original story. It’s no surprise that Axios compounded the problems by refusing to contact TMTG and give the Company an opportunity to comment before the article was published.

The omission of these publicly available facts to advance a completely false narrative was clearly a deliberate act of market manipulation designed to harm TMTG and depress its stock price, as an act of retaliation against a company Axios opposes due to Axios’ political bias as well as the litigation TMTG has filed related to previous defamatory pieces published by Axios.

When placed in the context of the S-3 filing being a routine restatement of the previously reported and registered status quo with respect to the Trust shares, nothing substantive remains of the Axios story. The relevance of every assertion in the article is tied to the false impression that the S-3 reveals a change in status of the Trust’s shares and therefore the possibility or likelihood that the Trust is preparing to sell.

As a result, while insufficient to fully remediate the damage described above, TMTG insists that the article be wholly retracted and removed from the Internet, along with all social media posts by any of its reporters or employees that link to the story. We also demand that Axios announce the retraction in a prominent place on its website. Failure to take these remedial steps will result in litigation and complaints to the relevant authorities concerning Axios’ potentially criminal acts involved in this stock manipulation scheme.

With this letter you are also on notice of your ongoing obligations to preserve documents related to TMTG. Accordingly, you must ensure that you and your principals, parent companies, affiliates, agents, subcontractors, reporters, editors, and all sources of information upon which you relied are preserving and retaining all emails, text messages (including messages sent over social media or messaging platforms such as Facebook, Signal, WhatsApp, Telegram, etc.), audiovisual recordings, voice mails, drafts, notes, communications, documents (including prior versions or iterations of documents), data, and electronically stored information of any kind that relate in any way to these matters.

Without any limitation, this requires you to preserve all research and due diligence you conducted or instructed others to conduct relating to TMTG. The laws and rules prohibiting destruction of evidence apply to electronically stored information in the same manner as they do to other evidence. Due to its format, electronic information is easily deleted, modified, or corrupted. Accordingly, you must take every reasonable step to preserve this information until this matter is resolved. This may include, but would not be limited to, an obligation to discontinue all data destruction and backup data recycling policies and procedures on any and all devices within your possession, custody, or control.

This also obligates you to change the settings on any online messaging application or account to retain all messages. Your obligation to preserve documents applies both to you individually, and to any employee or agent.

Please confirm receipt of this letter and confirm your intent to retract the article.

Please also confirm that you intend to adhere to your obligations to retain documents, data, communications, and information as set forth above and as required by law. This is not a complete recitation of TMTG's rights and remedies, all of which are expressly reserved.

We look forward to your prompt response.
