

**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): January 8, 2026

Jet.AI Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-40725
(Commission
File Number)

93-2971741
(I.R.S. Employer
Identification No.)

**10845 Griffith Peak Dr.
Suite 200
Las Vegas, NV 89135**
(Address of principal executive offices)

(Registrant's telephone number, including area code) **(702) 747-4000**

None

(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 (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	Name of each exchange on which registered:
Common Stock, par value \$0.0001 per share	JTAI	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company X

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 Information.

On January 8, 2026, Jet.AI Inc. (the "Company") exhausted its previously announced at-the-market offering pursuant to the Equity Distribution Agreement with Maxim Group LLC dated November 21, 2025. As a result, the Company has elected to voluntarily reduce the conversion price of its Series B convertible preferred stock as set forth in that certain Certificate of Designation for the Series B Convertible Preferred Stock of the Company (the "Certificate"), to be equal to the closing price of the Company's common stock on January 7, 2025, pursuant to Section 8(d) of Certificate.

Except as described above, the rights and preferences of the Series B convertible preferred stock, which have been described in various reports previously filed by the Company with the SEC, did not change.

As of the time of filing this Current Report on Form 8-K, the Company had 11,238,147 shares of common stock, par value \$0.0001 per share, issued and outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. **Description**

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.

JETA.I INC.

By: */s/ George Murnane*
George Murnane
Interim Chief Financial Officer

January 8, 2026
