

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): September 30, 2026

Axe Compute Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36790

(Commission File Number)

33-1007393

(I.R.S. Employer Identification No.)

91 43rd Street, Suite 110
Pittsburgh, Pennsylvania 15201

(Address of Principal Executive Offices) (Zip Code)

(412) 432-1500

(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, \$0.01 par value	AGPU	Nasdaq Capital Market

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 1.01. Entry into a Material Definitive Agreement.

On September 30, 2026, Axe Compute Inc. (the “Company”) entered into an Equity Purchase Agreement, pursuant to which the Company acquired 100% of the issued and outstanding membership interests in Duos Edge AI – GPUaaS, LLC (the “SPV”), a Delaware limited liability company, which was wholly-owned by Duos Technologies Group, Inc. (“Duos”) prior to the acquisition. The SPV’s assets consist of 288 Supermicro B300 servers (2,304 GPUs) and associated networking equipment (referred to herein as the “cluster”). As consideration, the Company (i) repaid in full the SPV’s pre-existing debt of approximately \$87.8 million and (ii) agreed to pay Duos a deferred purchase price of \$715,000 per month for a period of 60 months, which must be repaid within the earlier of 12 months following closing of the acquisition or the date that the Company or any of its affiliates enters into a loan or other financing secured by the cluster. The acquisition closed on September 30, 2026.

The foregoing summary is qualified in its entirety by reference to the Equity Purchase Agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2026.

Item 7.01. Regulation FD Disclosure.

On October 5, 2026, the Company issued a press release announcing the acquisition. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in this Item 7.01, including Exhibit 99.1, is deemed to be “furnished” and shall not be deemed to be “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 made by the Company under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated October 5, 2026
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.

Axe Compute Inc.

Date: October 5, 2026

By: /s/ Christopher Miglino
Christopher Miglino
Chief Executive Officer

Axe Compute Takes Full Ownership of Georgia AI Cluster, Significantly Increasing the Contract's Expected Free Cash Flow and Gross Margin

- *Non-dilutive transaction retires \$87.8 million in asset-backed financing with no new equity issued; Duos and Axe Compute to expedite additional SPV site developments*
- *Axe Compute's AI Cluster Customer Agreement Extended to Five Years*

PITTSBURGH, Oct. 05, 2026 (GLOBE NEWSWIRE) -- Axe Compute Inc. (NASDAQ: AGPU) today announced that it completed its acquisition from Duos Technologies Group, Inc. ("Duos") of 100% of the special purpose vehicle (the "SPV") that owns the Axe Compute AI cluster in Columbus, Georgia (the "Georgia Cluster") on September 30, 2026. At closing, Axe Compute paid off the SPV's asset-backed loan facility of approximately \$87.8 million, with no new equity issued. The remaining consideration consists of a \$42.9 million deferred purchase price payable to Duos in monthly installments of \$715,000, with any unpaid balance due in full by the earlier of twelve months after signing and the date Axe Compute enters into a financing secured by the Georgia Cluster. Axe Compute expects to pay the deferred purchase price directly from cash flows generated by the Georgia Cluster. Axe Compute expects to generate approximately \$364.6 million in revenue over the life of the customer agreement, with a significant expected improvement to estimated contract gross margin. In addition, the Georgia AI Cluster customer agreement has been extended from three years to five years, running through 2031 with renewal options thereafter.

Under a separate agreement, Duos covers the facility's colocation and energy costs for the full five-year term, so the Georgia Cluster's power and facility costs are fixed for the life of the customer contract. Duos continues to own and operate the Georgia facility.

Located at Duos' facility in Columbus, Georgia, the Georgia Cluster consists of 288 servers containing 2,304 NVIDIA B300 GPUs. This Georgia Cluster is a landmark deployment and demonstrates Axe Compute's program for designing, deploying, owning and operating dedicated AI infrastructure for enterprise customers. Axe Compute intends to apply the same structure to future deployments under the program: a committed customer, infrastructure secured for the same term, and ownership of the compute hardware.

"In another validation of our partnership with Duos, we are taking this step so we can both focus on what we do best. Duos is a world class data center builder and we are fortunate to call them a partner," said Christopher Miglino, Chief Executive Officer of Axe Compute. "Our customer is committed for five years, our power and facility costs are covered for five years, and we own our GPUs. That alignment is expected to significantly expand the margin profile and return on this existing cluster."

"This is the right move for both companies, and our relationship with Axe Compute has never been stronger," said Doug Recker, Chief Executive Officer of Duos Technologies Group. "It streamlines the Georgia structure so Axe Compute can focus on what it does exceptionally well, delivering AI clusters to its customers. Duos stays focused on what we do best, providing the power and infrastructure behind them, now under a five-year partnership."

Details of the acquisition are provided in a Current Report on Form 8-K filed by Axe Compute with the U.S. Securities and Exchange Commission.

About Axe Compute Inc.

Axe Compute Inc. (NASDAQ: AGPU) is a neocloud AI infrastructure platform built on a fundamental premise: AI innovation should not be constrained by hardware choice or availability. The company provides enterprises and AI innovators with flexibility across hardware, geography, and deployment models. Axe Compute provides the design, deployment, ownership, and operation of large-scale, dedicated AI infrastructure worldwide, supported by enterprise-grade SLAs and operational expertise. For more information, visit www.axecompute.com.

About Duos Technologies Group, Inc.

Duos Technologies Group, Inc. (NASDAQ: DUOT), headquartered in Jacksonville, Florida, provides and manages modular architecture colocation data centers and infrastructure solutions. Through its Duos Edge AI brand, the Company delivers high-performance computing infrastructure built on its proprietary, scalable Duos Modular Architecture, designed to support the high-power environments required for AI and enterprise computing. Separately, Duos Technology Solutions provides manufacturer-agnostic sourcing and fulfillment services that enable efficient deployment of data centers and IT environments. Together, these platforms position the Company to address growing demand for distributed digital infrastructure in underserved Tier 3 and Tier 4 markets. For more information, visit www.duostech.com and www.duosedge.ai.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements regarding the expected benefits of the transaction and the extended customer and power and facility agreements; the expected profitability, including impacts to estimated contract gross margin, and contracted revenue of the Georgia Cluster; Axe Compute's ability to pay or refinance the deferred purchase price, including by use of cash flows generated by the Georgia Cluster or upon its accelerated maturity; the security interest held by Duos in the Georgia Cluster pending payment of the deferred purchase price; Axe Compute's reliance on Duos and third-party service providers for facility, power and operational services; the application of the same structure to future deployments; the availability of power and facility capacity; the timing of deployment and customer delivery of the Georgia Cluster; the commencement, timing, deployment and activation of contracted customer projects; deployment and operational

capabilities; customer demand; and the company's ability to design, deploy, own and operate dedicated AI infrastructure at scale. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or implied by such statements. Axe Compute undertakes no obligation to update or revise forward-looking statements except as required by applicable law.

Media and Investor Relations Contact

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