

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) **December 23, 2025**

BIRCHTECH CORP.

(Exact name of registrant as specified in its charter)

Commission file number **000-33067**

Delaware

(State or other jurisdiction of incorporation)

87-0398271

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

**1810 Jester Drive
Corsicana, Texas**

(Address of principal executive offices)

75109

(Zip Code)

Registrant's telephone number, including area code: **(614) 505-6115**

Not applicable

(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: None.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On December 23, 2025, Birchtech Corp. (the “Company”) filed a certificate of amendment to the Company’s Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-5 reverse stock split (the “Reverse Split”) of the Company’s issued and outstanding shares of its common stock, par value \$0.001 per share, effective on December 26, 2025. The Company’s common stock is expected to begin trading on a split-adjusted basis on December 31, 2025. The Company’s trading symbol BCHT will remain unchanged, although on the OTCQB a “D” will be temporarily appended as the fifth character on the trading symbol for 20 business days following the Reverse Split. The new CUSIP number for the Company’s common stock following the Reverse Split is 59833H 200.

At the Company’s annual meeting of stockholders held on December 30, 2024, the Company’s stockholders approved a proposal and authorized the Company’s board of directors (the “Board”) to effect a reverse stock split of the Company’s common stock, at a ratio to be determined by the Board ranging from 1-for-2 to 1-for-5, with the reverse stock split to be effected at such time and date as determined by the Board in its sole discretion, but no later than December 31, 2025. Prior to the filing of the Certificate of Amendment, the Board approved a reverse stock split ratio of 1-for-5 and authorized such filing.

As a result of the Reverse Split, every 5 shares of the Company’s issued and outstanding shares of common stock will be automatically converted into one issued and outstanding share of common stock. The Reverse Split will not affect stockholders’ proportional ownership of the Company, except to the extent that the Reverse Split results in a stockholder owning a fractional share. No fractional shares will be issued; any fractional share resulting from the Reverse Split will be rounded up to the next whole share. The Reverse Split will not affect the Company’s number of authorized shares or the par value of the common stock. Proportional adjustments will be made to any outstanding equity awards, warrants, options or other securities in accordance with their terms.

The Company’s transfer agent, Transfer Online, Inc., will act as exchange agent for the Reverse Split and will send instructions to stockholders of record holding certificated shares regarding the process for exchanging such share certificates. Stockholders who hold uncertificated shares of common stock in book-entry form will have their holdings electronically adjusted by the Company’s transfer agent to give effect to the Reverse Split, and are not required to take any action. Those stockholders who hold their shares in brokerage accounts or in “street name” will have their positions automatically adjusted to reflect the Reverse Split, subject to each brokers’ particular processes, and are encouraged to contact the banks, brokers or nominees of such brokerage accounts regarding any questions.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 hereto and incorporated herein by reference. A copy of the Company’s press release announcing the Reverse Split is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment filed with the Secretary of State of Delaware on December 23, 2025, effective on December 26, 2025
99.1	Press Release dated December 23, 2025
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.

Birchtech Corp.

Date: December 29, 2025

By: /s/ Richard MacPherson

Richard MacPherson

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BIRCHTECH CORP.**

Birchtech Corp. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

First: The name of the Corporation is Birchtech Corp.

Second: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is May 30, 2006, under the name of Digicorp, Inc.

Third: That Article Fourth of the Certificate of Incorporation of the Corporation, as amended (the "Certificate of Incorporation"), is hereby amended to read in its entirety as follows:

"FOURTH: The Corporation is authorized to issue two classes of stock. One class of stock shall be Common Stock, par value \$0.001 per share. The second class of stock shall be Preferred Stock, par value \$0.001 per share. The Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the Board of Directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the Board of Directors.

The total number of shares of stock of each class which the Corporation shall have authority to issue and the par value of each share of each class of stock are as follows:

Class	Par Value	Authorized Shares
Common	\$0.001	150,000,000
Preferred	\$0.001	2,000,000
Total		152,000,000

Upon the filing and effectiveness of this Certificate of Amendment of the Certificate of Incorporation pursuant to the DGCL whereby this Article FOURTH is amended to read as set forth herein (the "Effective Time"), each five (5) shares of Common Stock, with a par value of \$0.001 per share, of the Corporation issued and outstanding immediately prior to the Effective Time shall thereby and thereupon automatically be changed and reclassified and represent one (1) validly issued, fully paid and nonassessable share of Common Stock, with a par value of \$0.001 per share, of the Corporation (the "Reverse Split"). No fractional shares will be issued by reason of the Reverse Split. Fractional share interests created as a result of the Reverse Split shall be rounded up to the next whole number of shares by the Corporation. Any stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock into which shares of Common Stock have been changed and reclassified, but giving effect to the rounding of fractional shares as provided in the immediately preceding sentence."

Fourth: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

Fifth: That this Certificate of Amendment to the Certificate of Incorporation shall be effective on the 26th day of December, 2025.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be signed by its President and Chief Executive Officer this 23rd day of December, 2025.

BIRCHTECH CORP.

By: /s/ Richard MacPherson

Name: Richard MacPherson

Title: President and Chief Executive Officer

Birchtech Corp Announces Reverse Stock Split to Support Planned Uplisting Strategy

CORSICANA, Texas – December 23, 2025 -Birchtech Corp. (TSX: BCHT) (OTCQB: BCHT) (“Birchtech” or the “Company”), a leader in specialty activated carbon technologies for sustainable air and water treatment, today announced that its Board of Directors has approved a 1-for-5 reverse stock split of its common stock (the “Reverse Split”). The Reverse Split will be effective on December 26, 2025, with the Company’s common stock expected to begin trading on a split-adjusted basis at market open on December 31, 2025.

The Reverse Split is intended to increase the price per share of the Company’s common stock to support the Company’s efforts to improve the marketability of its shares, better position the Company for future strategic and capital market opportunities, and support the Company’s planned uplisting strategy.

The Company’s trading symbol will remain unchanged, although on the OTCQB a “D” will be temporarily appended as the fifth character on the trading symbol for 20 business days starting the effective date of the Reverse Split.

Stockholders of the Company previously authorized the Board to effect a reverse stock split of the Company’s common stock, ranging from 1-for-2 to 1-for-5, with the exact ratio to be set by the Board, which has now been done.

As a result of the Reverse Split, every five (5) shares of issued and outstanding common stock will be combined into one (1) share. The Reverse Split will not affect stockholders’ proportional ownership of the Company, except to the extent that the Reverse Split results in a stockholder owning a fractional share. No fractional shares will be issued; any fractional resulting from the Reverse Split will be rounded up to the next whole share. The Reverse Split will not affect the Company’s number of authorized shares or the par value of the common stock. Proportional adjustments will be made to outstanding equity awards, warrants, options, and other securities in accordance with their terms. Transfer Online, Inc., the Company’s transfer agent, will act as exchange agent for the Reverse Split and will send instructions to stockholders of record regarding the process for exchanging share certificates. Shareholders holding shares in book-entry form, in brokerage accounts, or in “street name” are not required to take any action to reflect the Reverse Split.

Richard MacPherson, President & CEO of Birchtech Corp., said: “This reverse stock split is expected to elevate the Company’s capital market profile, which we believe will enable us to unlock access to the largest pool of institutional capital in the world, which we believe positions us to broaden our reach and enhance liquidity.”

About Birchtech Corp.

Birchtech Corp. (TSX: BCHT) (OTCQB: BCHT) is a leader in specialty activated carbon technologies, serving as America’s Clean Coal and Clean Water Company by delivering innovative solutions for air and water purification to support a cleaner, more sustainable future. The Company provides patented SEA® sorbent technologies for mercury emissions capture for the coal-fired utility sector and is developing disruptive water purification technologies with a specialization on forever chemicals such as PFAS and PFOS. Backed by a strong intellectual property portfolio and a world-class team of activated carbon experts, Birchtech provides cleaner air to North American communities and is applying this expertise to a novel approach in water purification. To learn more, please visit www.birchtech.com.

Safe Harbor Statement

With the exception of historical information contained in this press release, content herein may contain “forward-looking statements” that are made pursuant to the Safe Harbor Provisions of the U.S. Private Securities Litigation Reform Act of 1995 or forward-looking information under applicable Canadian securities laws (collectively, “forward-looking statements”). Forward-looking statements are generally identified by using words such as “anticipate,” “believe,” “plan,” “expect,” “intend,” “will,” and similar expressions, but these words are not the exclusive means of identifying forward-looking statements. Forward-looking statements in this release include statements relating to expected developments and growth in Birchtech’s business. These statements are based on management’s current expectations and are subject to uncertainty and changes in circumstances. Investors are cautioned that forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from the statements made. In addition, this release contains time-sensitive information that reflects management’s best analysis only as of the date of this release. Birchtech does not undertake any obligation to publicly update or revise any forward-looking statements to reflect future events, information or circumstances that arise after the date of this release. Further information concerning issues that could materially affect financial performance or other forward-looking statements contained in this release can be found in Birchtech’s periodic filings with the Securities and Exchange Commission or Canadian securities regulators.

Investor Relations Contact:

Lucas A. Zimmerman
Managing Director
MZ Group - MZ North America
(949) 259-4987
BCHT@mzgroup.us
www.mzgroup.us