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) **July 23, 2026**

BIRCHTECH CORP.

(Exact name of registrant as specified in its charter)

Delaware	**000-33067**	**87-0398271**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1810 Jester Drive Corsicana, Texas	**75109**
(Address of principal executive offices)	(Zip Code)

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

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:

☐ 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 $0.001 per share	**BCHT**	**NYSE American 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.

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.

At the 2026 Annual Meeting of Stockholders (the "2026 Annual Meeting") of Birchtech Corp. (the "Company"), held on July 23, 2026, the stockholders of the Company approved an amendment to the Company's certificate of incorporation (the "Certificate of Incorporation") to decrease the number of authorized shares of the Company's common stock from 150,000,000 shares to 50,000,000 shares, as described in the Company's proxy statement for the 2026 Annual Meeting filed with the Securities and Exchange Commission on June 24, 2026 (the "Charter Amendment"). The Charter Amendment was previously approved by the Company's Board of Directors on June 4, 2026. No change to the authorized number of shares of preferred stock was proposed.

On July 27, 2026, 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 the Charter Amendment.

The foregoing description of the Charter 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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As referenced in Item 5.03 of this Current Report on Form 8-K, the 2026 Annual Meeting was held on July 23, 2026. The final results for each of the matters submitted to a vote of stockholders at the 2026 Annual Meeting are as follows:

Proposal 1: The four nominees for election to the Board of Directors were elected to serve as directors of the Company until their successors are elected and qualified or the earlier of their resignation or removal, by the votes set forth in the table below:

Name	For	Withheld	Broker Non-Votes
Richard MacPherson	10,249,226	827,493	7,415,816
David M. Kaye	9,122,382	1,954,337	7,415,816
Troy Grant	9,114,871	1,961,848	7,415,816
Mitzi H. Coogler	9,738,927	1,337,792	7,415,816

Proposal 2: The Company's stockholders approved the ratification of the appointment of Rosenberg Rich Baker Berman, P.A. as the Company's independent registered public accounting firm for the year ending December 31, 2026, by the votes set forth in the table below:

For	Against	Abstained	Broker Non-Votes
18,265,582	133,347	93,606	-

Proposal 3: The Company's stockholders approved, on an advisory non-binding basis, the compensation paid of the named executive officers, by the votes set forth in the table below:

For	Against	Abstained	Broker Non-Votes
10,386,147	507,413	183,159	7,415,816

Proposal 4: The Company's stockholders approved a proposal to amend the Company's certificate of incorporation to decrease the number of authorized shares of the Company's common stock from 150,000,000 shares to 50,000,000 shares, by the votes set forth in the table below:

For	Against	Abstained	Broker Non-Votes
18,233,588	204,687	54,260	-

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment filed with the Secretary of State of the State of Delaware on July 27, 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, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Birchtech Corp.

Date: July 28, 2026

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: The Corporation is authorized to issue two classes of stock. The total number of shares of stock of each class which the Corporation is authorized 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

Fourth: 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	50,000,000
Preferred	$	0.001	2,000,000
Total			52,000,000

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

Sixth: That this Certificate of Amendment to the Certificate of Incorporation shall be effective upon its filing date.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its President and Chief Executive Officer this 27th day of July, 2026.

BIRCHTECH CORP.

By: */s/ Richard MacPherson*
Name: Richard MacPherson
Title: President and Chief Executive Officer