

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

November 14, 2025
Date of Report (Date of earliest event reported)

FINGERMOTION, INC.
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-41187</u> (Commission File Number)	<u>46-4600326</u> (IRS Employer Identification No.)
<u>111 Somerset Road, Level 3</u> <u>Singapore</u> (Address of principal executive offices)		<u>238164</u> (Zip Code)

(347) 349-5339
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 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	FNGR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 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. ☐

SECTION 3 – SECURITIES AND TRADING MARKETS

Item 3.02 Unregistered Sales of Equity Securities

On November 14, 2025, FingerMotion, Inc. (the “Company”) issued 190,000 shares of common stock at a price of \$1.50 per share to one individual due to the closing of a private placement for gross proceeds of \$285,000. The Company relied upon the exclusion from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”), for offshore transactions provided by Rule 903(b) of Regulation S promulgated under the Securities Act for the issuance of such shares.

SECTION 7 – REGULATION FD

Item 7.01 Regulation FD Disclosure

On November 17, 2025, FingerMotion, Inc. (the “Company” or “FingerMotion”) issued a news release to announce that the Company’s Board of Directors has preliminarily approved a dividend in kind (the “**Dividend**”) of warrants (each, a “**Dividend Warrant**”) to purchase shares of the Company’s common stock (each, a “**Common Share**”) to holders of the Company’s common stock.

The terms of the Dividend Warrants, and the record and payment dates for the Dividend, will be fixed by further resolution of the Board of Directors. The Dividend Warrants are anticipated to be created and allotted pursuant to a warrant agreement to be entered into between FingerMotion and a suitably qualified institutional warrant agent. The Company intends to file a registration statement on Form S-3 with the United States Securities and Exchange Commission (the “SEC”) for the purpose of registering the Dividend Warrants and the underlying Common Shares under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and to apply to The Nasdaq Stock Market LLC for the listing of the Dividend Warrants and the underlying Common Shares on the Nasdaq Capital Market. The declaration of the Dividend is expected to take place after the SEC completes its review process, subject to market and other conditions.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the U.S. Securities Act. This announcement is being issued in accordance with Rule 135 under the U.S. Securities Act.

A copy of the news release is attached as Exhibit 99.1 hereto.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
<u>99.1</u>	<u>News Release dated November 17, 2025</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

FINGERMOTION, INC.

DATE: November 17, 2025

By: */s/ Martin J. Shen*

Martin J. Shen
CEO and Director



FingerMotion Announces Preliminary Directors' Approval of Dividend Warrant on Terms to be Fixed by Further Resolution of the Board of Directors

SINGAPORE / NEWSWIRE / November 17, 2025 / FingerMotion, Inc. (NASDAQ:FN GR) (the “Company” or “FingerMotion”), today announces that the Company’s Board of Directors has preliminarily approved a dividend in kind (the “Dividend”) of warrants (each, a “Dividend Warrant”) to purchase shares of the Company’s common stock (each, a “Common Share”) to holders of the Company’s common stock.

The terms of the Dividend Warrants, and the record and payment dates for the Dividend, will be fixed by further resolution of the Board of Directors. The Dividend Warrants are anticipated to be created and allotted pursuant to a warrant agreement to be entered into between FingerMotion and a suitably qualified institutional warrant agent. The Company intends to file a registration statement on Form S-3 with the United States Securities and Exchange Commission (the “SEC”) for the purpose of registering the Dividend Warrants and the underlying Common Shares under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), and to apply to The Nasdaq Stock Market LLC for the listing of the Dividend Warrants and the underlying Common Shares on the Nasdaq Capital Market. The declaration of the Dividend is expected to take place after the SEC completes its review process, subject to market and other conditions.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the U.S. Securities Act. This announcement is being issued in accordance with Rule 135 under the U.S. Securities Act.

Company Contact:

FingerMotion, Inc.
For further information e-mail: info@fingermotion.com
Phone: 718-269-3366

Safe Harbor Statement

Except for the statements of historical fact contained herein, the information presented in this news release constitutes “forward-looking statements” as such term is used in applicable United States securities laws. These statements relate to the Company’s plans to declare a Dividend Warrant, to file a registration statement on Form S-3 with the SEC in respect thereof, and to apply to list the Dividend Warrants and the underlying Common Shares on the Nasdaq Capital Market. We have based these forward-looking statements on our current expectations about future events. While we believe these expectations are reasonable, such forward-looking statements are inherently subject to risks and uncertainties, many of which are beyond our control. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release. The forward-looking statements included in this release are made only as of the date hereof. For forward-looking statements in this news release, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Report Act of 1995. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise.
