UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2025

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-42515

TEN Holdings, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**99-1291725**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1170 Wheeler Way
Langhorne, PA 19047
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **1.800.909.9598**

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	XHLD	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting common equity held by non-affiliates of the registrant as of June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was $4,787,341, based on the closing sales price of the registrant's Common Stock as reported on such date. The registrant has no non-voting common equity.

The number of the registrant's shares of common stock, $0.0001 par value per share, outstanding on March 10, 2026, was 3,997,443.

DOCUMENTS INCORPORATED BY REFERENCE

No annual report to security holders, proxy or information statement, or prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933 is incorporated by reference into this Amendment No. 1 on Form 10-K/A.

EXPLANATORY NOTE

TEN Holdings, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A (this "Amendment") to its Annual Report on Form 10-K for the year ended December 31, 2025 (the "Original Filing"), filed with the Securities and Exchange Commission (the "SEC") on March 18, 2026 (the "Original Filing Date"), to correct certain information in the Original Filing, as described in this Explanatory Note.

The Company believes that none of such corrections, either individually or in the aggregate, are material. In addition, none of these changes requires a restatement of the Company's financial statements included in the Original Filing, as the corrections only impact the "Executive Compensation" section of the Original Filing, and all relevant information is accurately reflected in the Company's financial statements.

The Company is filing this Amendment to:

- Update the Summary Compensation Table required by Part III, Item 11. Executive Compensation to (i) correct an error in the value of the option award granted to Mr. Virgilio D. Torres, (ii) correct scrivener errors in the number of shares, as adjusted for the Company's 1-for-15 reverse stock split, effected December 1, 2025, underlying the option awards granted to Mr. Randolph Wilson Jones III and Mr. John M. Orobono Jr., and (iii) correct scrivener errors in the grant date fair value per share of option awards granted to named executive officers;
- Update the Outstanding Equity Awards at Fiscal Year-End Table required by Part III, Item 11. Executive Compensation to (i) adjust the column placement of the option awards granted to Mr. Randolph Wilson Jones III and Mr. Virgilio D. Torres and (ii) correct a scrivener error in the number of shares, as adjusted for the Company's 1-for-15 reverse stock split, effected December 1, 2025, underlying the option award granted to Mr. John M. Orobono Jr.; and
- Update the disclosure under Part III, Item 11. Executive Compensation — Timing of Grants of Certain Equity Awards to correct the grant date fair value of the option award granted to Mr. Virgilio D. Torres on June 30, 2025.

Except as described above, no other changes have been made to the Original Filing. We have not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the Original Filing Date. This Amendment should be read in conjunction with the Original Filing and our other filings made with the SEC subsequent to the Original Filing Date.

Table of Contents

PART III

Item 11. Executive Compensation.

This section provides an overview of our executive and director compensation programs. We meet the requirements of a "smaller reporting company" and have utilized the scaled reporting requirements available to qualifying companies.

Summary Compensation Table

The following table sets forth, for the fiscal years ended December 31, 2025, and 2024, the dollar value of all cash and noncash compensation earned by our "named executive officers," as defined under Item 402(m) of Regulation S-K (the "Named Executive Officers").

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)[1]	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Totals ($)
Randolph Wilson Jones III, Chief Executive Officer and Director	2025	300,000	95,263	—	—	—	—	—	395,263
	2024	298,077	132,536	—	4,321,644[2]	—	—	—	4,752,257
John M. Orobono Jr., Former Chief Financial Officer, Secretary and Director[3]	2025	220,000	—	—	—	—	—	45,000[4]	265,000
	2024	162,077	25,000	—	864,798[5]	—	—	—	1,051,875
Virgilio D. Torres, Chief Financial Officer, Secretary and Director[6]	2025	265,000	33,125	—	55,707[7]	—	—	—	353,832

Notes:

(1) Amounts in this column represent the aggregate grant-date fair value of option awards granted to each named executive officer, computed in accordance with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification Topic 718 ("Topic 718"). For a summary of all assumptions made in the valuation of the option awards, see "Note 12 – Equity Incentive Plan" to our consolidated financial statements included in the Original Filing.

(2) On October 10, 2024, the Company granted Mr. Jones an option to purchase 1,381,750 shares of the Company's common stock with an exercise price of $0.46 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 92,117, with an exercise price of $6.90 per share. The fair value of the stock option as of the grant date was approximately $3.13 per share and was estimated using the Black-Scholes option-pricing model. Adjusted for the Company's 1-for-15 reverse stock split, the grant date fair value of the stock option, estimated using the Black-Scholes option-pricing model, was approximately $46.91 per share.

(3) On May 9, 2025, Mr. John M. Orobono Jr. resigned as Chief Financial Officer, Secretary and director of the Company.

(4) Represents severance paid to Mr. Orobono in connection with his May 9, 2025 resignation.

(5) On October 10, 2024, the Company granted Mr. Orobono an option to purchase 276,500 shares of the Company's common stock with an exercise price of $0.46 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 18,433, with an exercise price of $6.90 per share. The fair value of the stock option as of the grant date was approximately $3.13 per share and was estimated using the Black-Scholes option-pricing model. Adjusted for the Company's 1-for-15 reverse stock split, the grant date fair value of the stock option, estimated using the Black-Scholes option-pricing model, was approximately $46.91 per share. Upon Mr. Orobono's resignation on May 9, 2025, the option had vested as to 69,125 shares of the Company's common stock. On August 7, 2025 the vested portion of the option was returned pursuant to the vesting and forfeiture terms of the option grant.

(6) On June 30, 2025, the Board appointed Mr. Virgilio D. Torres to serve as the new Chief Financial Officer and director of the Company.

(7) On June 30, 2025, the Company granted Mr. Torres an option to purchase 323,884 shares of the Company's common stock with an exercise price of $0.36 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 21,592, with an exercise price of $5.40 per share. The fair value of the stock option as of the grant date was approximately $0.17 per share and was estimated using the Black-Scholes option-pricing model. Adjusted for the Company's 1-for-15 reverse stock split, the grant date fair value of the stock option, estimated using the Black-Scholes option-pricing model, was approximately $2.58 per share.

Employment Agreements with Our Named Executive Officers

The Company has entered into employment agreements with Randolph Wilson Jones III, our Chief Executive Officer, Mr. John M. Orobono Jr, our former Chief Financial Officer and Virgilio D. Torres, our Chief Financial Officer and Secretary. A summary of the terms of the current employment agreements with our Company is set forth below.

Employment Agreement with Randolph Wilson Jones III

Pursuant to the employment agreement by and between the Company and Randolph Wilson Jones III, dated December 22, 2025, Mr. Jones serves as the Chief Executive Officer of the Company, and is entitled to (i) an annual salary of $300,000, minus applicable taxes; (ii) an annual bonus based on a target level of $200,000; (iii) such stock options and equity awards as may be determined by the Board of the Company, in its sole discretion, consistent with its policies and practices pertaining to equity awards for Company’s executives; and (iv) participation in any standard employee benefit plan of the Company that existed at the time of the agreement or that may be adopted by the Company in the future, including, but not limited to, any retirement plan, life insurance plan, health insurance plan and travel/holiday plan. Either party may terminate the employment relationship at any time without cause, upon three month prior written notice.

Employment Agreement with John M. Orobono Jr.

Pursuant to the offer letter by and between the Company and John M. Orobono Jr., dated August 1, 2024, Mr. Orobono served as the Chief Financial Officer of the Company, and was entitled to (i) an annual salary of $215,000, minus applicable taxes; (ii) an annual bonus of 20% of the salary, depending on the business performance; (iii) 1% equity stock of TEN Holdings, Inc., to be determined upon establishment of the Company’s equity plan; and (iv) certain benefit plans and a 401(k) retirement plan. Either party was able to terminate the employment relationship at any time without cause, and with or without notice. Mr. Orobono’s offer letter was terminated upon his resignation from the Company on May 9, 2025.

Employment Agreement with Virgilio D. Torres

Pursuant to the amended and restated employment agreement by and between the Company and Virgilio D. Torres, dated December 22, 2025, Mr. Torres serves as the Chief Financial Officer of the Company, and is entitled to (i) an annual salary of $265,000, minus applicable taxes; (ii) an annual bonus of 25% of the salary, depending on the business performance; (iii) such stock options and equity awards as may be determined by the Board of the Company, in its sole discretion, consistent with its policies and practices pertaining to equity awards for Company’s executives; and (iv) participation in any standard employee benefit plan of the Company that existed at the time of the agreement or that may be adopted by the Company in the future, including, but not limited to, any retirement plan, life insurance plan, health insurance plan and travel/holiday plan. Either party may terminate the employment relationship at any time without cause, upon three months’ prior written notice.

Equity Awards to Named Executive Officers

On September 5, 2024, the Company’s Board and sole stockholder adopted an equity incentive plan (the “Original Equity Incentive Plan”) under which an aggregate of 10% of the Company’s authorized shares of common stock, which equals 12,500,000 shares of common stock, were reserved for issuance. On September 27, 2024, the Company’s Board and then sole stockholder approved an amended and restated equity incentive plan (the “Amended and Restated Equity Incentive Plan”) which changed the maximum number of shares of common stock of the Company reserved and available for granting awards from 12,500,000 to 4,000,000. The Amended and Restated Equity Incentive Plan allows for the issuance of options, stock appreciation rights, restricted stock, restricted stock unit, performance award, dividend equivalent, and other stock-based awards to selected employees, officers, directors and consultants, for them to acquire a proprietary interest in the growth and performance of the Company.

On October 10, 2024, the Company granted stock options to certain individuals who were the Company’s directors and employees to purchase an aggregate of 2,640,250 shares of common stock at an exercise price of $0.46 per share. As a result of the Company’s 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 176,017, with an exercise price of $6.90 per share. The options have a contractual term of ten years and vested as to 60% of the underlying shares upon the completion of the Company’s initial public offering with the remaining 40% of the underlying shares having a one-year cliff, wherein approximately 13.3% vested in October 2025 and the remaining vested or will thereafter vest in equal monthly installments, commencing November 2025 until October 2027, so that all the shares subject to the option shall vest by October 2027. Pursuant to the award agreements, an aggregate of 1,122,925 shares of common stock (or 74,862 shares of common stock, as adjusted for the Company’s 1-for-15 reverse stock split, effected on December 1, 2025) vested upon the completion of the Company’s initial public offering. The total value of the stock options granted on October 10, 2024 under the Amended and Restated Equity Incentive Plan was approximately $8.3 million as of such grant date.

On June 30, 2025, the Company granted a stock option Mr. Virgilio D. Torres, the Company's Chief Financial Officer, Secretary and Director, to purchase an aggregate of 323,884 shares of common stock at an exercise price of $0.36 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 21,592, with an exercise price of $5.40 per share. The option has a contractual term of ten years and vests as to one third of the underlying shares on June 30, 2026 and vests as to the remaining underlying shares in equal monthly installments beginning on July 30, 2026. The total value of the stock option granted on June 30, 2025 under the Amended and Restated Equity Incentive Plan was approximately $55,707 as of such grant date.

A summary of the number and the value of the outstanding equity awards as of December 31, 2025, held by the Named Executive Officers is set out in the table below.

Outstanding Equity Awards at Fiscal Year-End

	Option awards					**Stock awards**			
Name	**Number of Securities Underlying Unexercised Options Exercisable (#)**	**Number of Securities Underlying Unexercised Options Unexercisable (#)**	**Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Randolph Wilson Jones III..................	69,599	22,517(1)	—	6.90	October 10, 2034	—	—	—	—
John M. Orobono Jr.(2)......................................	—	—	—	—	—	—	—	—	—
Virgilio D. Torres....	—	21,592(3)	—	5.40	June 30, 2035	—	—	—	—

Notes:

(1) On October 10, 2024, the Company granted Mr. Jones an option to purchase 1,381,750 shares of the Company's common stock with an exercise price of $0.46 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 92,117, with an exercise price of $6.90 per share. The option vested as to 60% of the underlying shares upon the completion of the Company's initial public offering in February 2025 and the remaining 40% have a one-year cliff, wherein approximately 13.3% of the option vested in October 2025 and the remaining option vested or will thereafter vest in equal monthly installments, commencing November 2025 until October 2027, so that all the shares subject to the option shall vest by October 2027. The option has an expiration date of October 10, 2034.

(2) On October 10, 2024, the Company granted Mr. Orobono an option to purchase 276,500 shares of the Company's common stock with an exercise price of $0.46 per share. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 18,433, with an exercise price of $6.90 per share. The option vested as to 25% of the underlying shares upon the completion of the Company's initial public offering in February 2025 and the remaining 75% have a one-year cliff, wherein 25% of the award was to vest in October 2025 and the remaining option was to thereafter vest in equal monthly installments, commencing November 2025 until October 2027, so that all the shares subject to the option were to vest by October 2027. Upon Mr. Orobono's resignation on May 9, 2025, the option had vested as to 69,125 shares of the Company's common stock. On August 7, 2025 the vested portion of the option was returned pursuant to the vesting and forfeiture terms of the option grant.

(3) On June 30, 2025, the Company granted Mr. Torres an option to purchase 323,884 shares of the Company's common stock with an exercise price of $0.36. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 21,592, with an exercise price of $5.40 per share. The option vests as to one third of the underlying shares on June 30, 2026 and vests as to the remaining underlying shares in equal monthly installments beginning on July 30, 2026. The option has an expiration date of June 30, 2035.

Retirement Benefits for Our Named Executive Officers

We maintain medical, dental and vision benefit plans as well as a 401(k) plan in which all full-time employees are eligible to participate. Our 401(k) plan is meant to encourage employees to save some portion of their cash compensation for their retirement. Employees are eligible to participate in our 401(k) plan immediately upon hire.

Change in Control Arrangements

Pursuant to the employment agreement by and between the Company and Randolph Wilson Jones III, dated December 22, 2025, should the Company terminate Mr. Jones' employment without cause or should Mr. Jones terminate his employment for good reason (as defined in the agreement) within the period commencing six months prior to and ending twelve months following a change in control of the Company, Mr. Jones is entitled to lump sum payment in an amount equal to twelve months of his then current base salary. Upon a change in control, all outstanding unvested stock options then held by Mr. Jones shall fully vest and become exercisable. If following the change in control, a covered termination (as defined in the agreement) occurs, Mr. Jones will be permitted to exercise any vested stock options during the twelve (12) month period following such covered termination through a "cashless exercise," whereby (a) a number of shares of stock subject to the stock options being exercised that have a total fair market value on the date of such exercise that is equal to (i) the aggregate exercise price for all such stock options being exercised plus (ii) the aggregate tax withholding obligations that Mr. Jones would be subject to upon the exercise of the stock options being exercised, are surrendered to the Company (or its successor) in lieu of payment of such exercise price and tax withholding obligations, and (b) Mr. Jones receives the remaining number of shares of stock subject to such stock options.

Pursuant to the amended and restated employment agreement by and between the Company and Virgilio D. Torres, dated December 22, 2025, should the Company terminate Mr. Torres' employment without cause or should Mr. Torres terminate his employment for good reason (as defined in the agreement) within the period commencing six months prior to and ending twelve months following a change in control of the Company, Mr. Torres is entitled to lump sum payment in an amount equal to twelve months of his then current base salary. Upon a change in control, all outstanding unvested stock options then held by Mr. Torres shall fully vest and become exercisable. If following the change in control, a covered termination (as defined in the agreement) occurs, Mr. Torres will be permitted to exercise any vested stock options during the twelve (12) month period following such covered termination through a "cashless exercise," whereby (a) a number of shares of stock subject to the stock options being exercised that have a total fair market value on the date of such exercise that is equal to (i) the aggregate exercise price for all such stock options being exercised plus (ii) the aggregate tax withholding obligations that Mr. Torres would be subject to upon the exercise of the stock options being exercised, are surrendered to the Company (or its successor) in lieu of payment of such exercise price and tax withholding obligations, and (b) Mr. Torres receives the remaining number of shares of stock subject to such stock options.

Clawback Policy

We have adopted a Compensation Recovery Policy effective as of February 2025 that complies with the Nasdaq's clawback rules promulgated under the SEC's Rule 10D-1. Under this policy, the Compensation Committee must determine and recover the excess compensation related to all incentive-based compensation that was paid to our executive officers based on financial statements that were subsequently restated. The policy provides that, if the Compensation Committee determines that there has been a material restatement of publicly issued financial results from those previously issued to the public, the Compensation Committee will review all incentive-based compensation made to executive officers during the three-year period prior to the restatement. If such payments would have been lower had they been calculated based on such restated results, the Compensation Committee will recoup the payments in excess of the amount that would have been received had it been determined based on the restated amounts. Additionally, the Sarbanes-Oxley Act of 2002 subjects incentive-based compensation and stock sale profits of our Chief Executive Officer and Chief Financial Officer to forfeiture in the event of an accounting restatement resulting from any non-compliance, as a result of their misconduct, with any financial reporting requirement under securities laws. Since January 1, 2025, we have not prepared any accounting restatements that would require recoupment of compensation under the Compensation Recovery Policy.

Compensation of Directors

The compensation of our directors is set by our Board.

Yuji Ishida and Gan Yong Sheng, our directors, have served without receiving any compensation for services rendered to our Company or our subsidiary for the fiscal year ended December 31, 2025. Naoaki Mashita, our former director, also served without receiving any compensation for services rendered to our Company or our subsidiary for the fiscal year ended December 31, 2025.

The Company did not pay Randolph Wilson Jones III, John M. Orobono Jr. or Virgilio D. Torres for their services as directors of the Company for the fiscal year ended December 31, 2025, in addition to the compensation awarded pursuant to their respective employment agreements with the Company for their services as executive officers of the Company as disclosed herein.

Timing of Grants of Certain Equity Awards

We do not have any formal policies regarding the timing of awards of options in relation to the disclosure of material nonpublic information. On June 30, 2025, we granted Virgilio D. Torres an option to purchase 323,884 shares of the Company's common stock with an exercise price of $0.36. As a result of the Company's 1-for-15 reverse stock split, effected on December 1, 2025, the number of shares issuable upon the exercise of this option was reduced to 21,592, with an exercise price of $5.40 per share. On July 2, 2025, we filed a Current Report on Form 8-K announcing that the Company had received deficiency letters from the Listing Qualifications Department of Nasdaq. Accordingly, the June 30, 2025 grant occurred during a period beginning four business days before the filing of a Form 8-K that disclosed material nonpublic information and ending one business day after the filing of such report. The table below provides the information required by Item 402(x) of Regulation S-K:

Name	Grant Date	Number of securities underlying the award	Exercise price of the award ($/Sh)	Grant date fair value of the award	Percentage change in the closing market price of the securities underlying the award between the trading day ending immediately prior to the disclosure of material nonpublic information and the trading day beginning immediately following the disclosure of material nonpublic information
Virgilio D. Torres, Chief Financial Officer, Secretary and Director........	June 30, 2025	21,592	5.40	2.58	6.34%

If we grant additional options in the future, it is anticipated that the Board will take material nonpublic information into account when determining the timing and terms of such an award, with the goal being to not grant such awards close in time to the release of any material nonpublic information. We have never timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation.

Compensation Committee Interlocks and Insider Participation

The Company is not required to provide the disclosure required for Compensation Committee Interlocks and Insider Participation under Item 407(e)(4) of Regulation S-K, since it qualifies as a "smaller reporting company."

Compensation Committee Report

The Company is not required to provide the disclosure required for Compensation Committee Report under Item 407(e)(5) of Regulation S-K, since it qualifies as a "smaller reporting company."

PART IV

Item 15. Exhibit and Financial Statement Schedules

(a) Financial Statements

No financial statement or supplemental data are filed with this Amendment. See Item 8. Financial Statements and Supplementary Data in the Original Filing.

(b) Exhibits

The exhibits required to be filed by Item 15. Exhibit and Financial Statement Schedules are set forth in, and filed with or incorporated by reference in, the "Exhibit Index" of the Original Filing. The following "Exhibit Index" sets forth the additional exhibits required to be filed with this Amendment.

		Incorporated by Reference (Unless Otherwise Indicated)			
Exhibit Number	**Exhibit Title**	**Form**	**File**	**Exhibit**	**Filing Date**
31.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	-	-	-	Filed herewith
101.INS	Inline XBRL Instance Document	-	-	-	Filed herewith
101.SCH	Inline XBRL Taxonomy Extension Schema Document	-	-	-	Furnished herewith
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	-	-	-	Furnished herewith
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	-	-	-	Filed herewith
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	-	-	-	Filed herewith
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	-	-	-	Filed herewith
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	-	-	-	Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEN Holdings, Inc.

Date: September 10, 2026

By: */s/ Virgilio D. Torres*
Name: Virgilio D. Torres
Title: Chief Executive Officer and Chief Financial Officer