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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## 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 17, 2025

## STARFIGHTERS SPACE, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-43009  
(Commission  
File Number)

92-1012803  
(IRS Employer  
Identification No.)

**Reusable Launch Vehicle Hangar  
Hangar Road  
Cape Canaveral, Florida, United States 32920**  
(Address of principal executive offices) (ZIP Code)

Registrant's telephone number, including area code: (321) 261-0900

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:

<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
Common Stock	FJET	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 (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.

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## SECTION 3 - SECURITIES AND TRADING MARKETS

### Item 3.02 Unregistered Sales of Equity Securities.

On December 17, 2025, Starfighters Space, Inc. (the "**Company**") completed the final closing of its offering (the "**Offering**") of shares of common stock (the "**Common Shares**") under Regulation A of Section 3(b) of the Securities Act of 1933, as amended (the "**Securities Act**"), for Tier 2 offerings, pursuant to which it sold 6,145,364 Common Shares at a price of \$3.59 per share, for gross proceeds of approximately \$22.1 million, before the payment of selling agent commissions of approximately \$1.65 million and transaction fees and expenses. In connection with the final closing, the Company also issued 61,402 Agent's Warrants to Digital Offering, LLC or its designees, which are exercisable for 61,402 Common Shares of the Company at an exercise price of \$3.59 per share until September 6, 2029.

The Common Shares and Agent's Warrants were issued pursuant to the Company's offering circular contained within its post-qualification amendment to its offering statement on Form 1-A, filed on August 26, 2025, as amended on October 17, 2025 and December 2, 2025, and qualified by the Securities and Exchange Commission on December 10, 2025. The Company relied upon the exemption from the registration requirements of the Securities Act provided by Regulation A under Section 3(b) of the Securities Act for the Common Shares issued pursuant to the Offering as well as the Agent's Warrants.

On December 18, 2025, the Company issued 3,834,857 Common Shares at a price of \$2.154 per share pursuant to the automatic conversion of the Company's outstanding 8% secured convertible debentures of approximately \$8.26 million of principal and accrued interest upon listing of the Company's Common Shares on the NYSE American LLC ("**NYSE American**"). The Company relied upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(9) of the Securities Act with respect to the issuance of such Common Shares.

Also, on December 18, 2025, the Company issued to Space Florida 404,312 Common Shares at a price of \$3.59 per share pursuant to the conversion of the outstanding loan owing by the Company's subsidiary, Starfighters, Inc., to Space Florida of approximately \$1.45 million of principal and accrued interest upon the listing of the Company's Common Shares on the NYSE American. The Company relied upon the exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) of the Securities Act with respect to the issuance of such Common Shares.

## SECTION 8 - OTHER EVENTS

### Item 8.01 Other Events.

On December 17, 2025, the Company issued a press release announcing the completion of the Offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

On December 18, 2025, the Company issued a press release announcing that trading of the Common Shares on the NYSE American commenced on December 18, 2025 under the ticker symbol "FJET." A copy of the press release is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

**SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release dated December 17, 2025</a>
<a href="#">99.2</a>	<a href="#">Press release dated December 18, 2025</a>
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.

**STARFIGHTERS SPACE, INC.**

**DATE: December 22, 2025**

By: /s/ David Whitney

**David Whitney**  
**Chief Financial Officer**



## Starfighters Space Announces Closing of its Reg A Initial Public Offering

*Common Stock to Begin Trading on NYSE Under Ticker Symbol "FJET" on December 18, 2025*

CAPE CANAVERAL, Fla - December 17, 2025 - [Starfighters Space, Inc.](#) ("Starfighters" or "the Company"), the innovative aerospace company, owner and operator of the world's largest commercial supersonic aircraft fleet, out of NASA's Kennedy Space Center, today announced the completion of its Initial Public Offering ("IPO"), raising \$40 million through the sale of 11,142,061 shares of common stock (the "Common Stock") at a public offering price of \$3.59 per share. This final closing resulted in the issuance of 6,145,364 shares of Common Stock (\$22.1 million) as the Company had sold 4,996,697 shares of Common Stock (\$17.9 million) from September 6, 2024, the commencement of the Regulation A Tier 2 offering, to July 16, 2025.

Starfighters' Common Stock is expected to trade on the New York Stock Exchange (NYSE) American under the ticker symbol "FJET" on December 18, 2025.

"The completion of Starfighter's successful IPO and related fund raise positions us to unlock significant opportunities ahead as we enter the next stage of our growth," said Rick Svetkoff, CEO and Founder of Starfighters and former U.S. Navy Pilot. "We expect to use the funds raised from this process to further drive our research and development efforts, including the development of our STARLAUNCH programs, and to scale our operations to meet the growing global demand for commercial satellite and payload launches into low earth orbit. Our listing milestone will enhance our liquidity and enable more investors to participate in our journey, and we welcome their support."

The offering was hosted on Equifund.com and Digital Offering LLC acted as the lead selling agent for the Public Offering.

### **About Starfighters Space, Inc.**

Starfighters Space, Inc. is the only commercial company in the world with the capability to fly at sustained MACH 2 and with the capability to launch payloads to space. Starfighters Space is an organization committed to participating in high-demand commercial space activities. Located at the NASA Kennedy Space Center in Florida, the Company operates a growing fleet of modified supersonic aircraft operationally configurable to act as the first stage lifting platform to carry payloads up to 45,000 feet for air launch to space. Additional activities include support research, pilot training, space flight training, and advanced scientific efforts including hypersonic testing as part of air launch partner development programs. Starfighters Space is working to position its capability to become the most cost-effective launch provider in the sector.

For more information about Starfighters Space, Inc. please visit: <https://starfighterspace.com/>.

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**About Digital Offering, LLC:**

Digital Offering, LLC ("Digital Offering") is a next-generation investment bank and a leader in crowd-financed public offerings. The firm partners with high-quality private and public growth companies to access U.S. capital markets and achieve their growth objectives. With a strong focus on technology and innovation, Digital Offering applies traditional investment banking best practices to the Jumpstart Our Business Startups (JOBS) Act to maximize deal awareness and connect issuers with the right investors. Interested parties can learn more at [digitaloffering.com](http://digitaloffering.com).

**Contacts**

**Media**

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**Investors**

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**Digital Offering**

[deals@digitaloffering.com](mailto:deals@digitaloffering.com)

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**FORWARD-LOOKING STATEMENTS:**

*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 analysis and other information that are based on forecasts or future results, estimates of amounts not yet determinable and assumptions of management. Any other statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and should be viewed as "forward-looking statements". We have based these forward-looking statements on information currently available to the Company, assumptions the Company believes are reasonable and our current expectations about future events or performance. 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. Our actual future results may differ materially from those discussed or implied in our forward-looking statements for various reasons. Factors that could contribute to such differences include, but are not limited to, the ability to obtain the necessary permits and approvals to operate, the Company's ability to develop new products and/or services, the approval of the Company's application for a launch license and the timing thereof, the Company's expansion to Midland, Texas, the adoption by the market of the Company's method of satellite deployment, the Company's continued business arrangements, market trends and competition in the Company's industry, the future diversification of the Company's revenue streams and the assumptions underlying any of the foregoing, and other factors discussed in the Company's filings with the Commission under Regulation A. Consequently, all of the forward-looking statements are qualified by these cautionary statements, and there can be no assurances that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effect on, the Company. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release and in any document referred to in this news release. The forward-looking statements contained in this news release are made only as of the date hereof. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise. The Company encourages investors to review other factors that may affect its future results in the Company's Offering Circular relating to this offering and its other filings with the Securities and Exchange Commission. This news release shall not constitute an offer to sell or the solicitation of any offer to buy the Company's securities.*

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## **Starfighters Space to Begin Trading Today on NYSE American Under Ticker Symbol "FJET"**

CAPE CANAVERAL, Fla - December 18, 2025 - [Starfighters Space, Inc.](https://starfighterspace.com/) ("Starfighters" or the "Company") (NYSE AMERICAN: FJET), the innovative aerospace company, owner and operator of the world's largest commercial supersonic aircraft fleet, out of NASA's Kennedy Space Center, today announced that its shares of common stock will begin trading on the New York Stock Exchange (NYSE) American under the ticker symbol "FJET".

Trading is scheduled to start at 10:30 a.m. EST.

In connection to the listing, Starfighters raised an aggregate of \$40 million to advance its R&D, scale its operations and accelerate the development of its STARLAUNCH I and STARLAUNCH II programs. Both programs are currently in development and are expected to be capable of sub-orbital launches of small satellites and payloads from Starfighters' fleet of commercially flight-ready F-104 supersonic aircraft, providing a proven reusable piloted platform via an equally well-established launch vehicle.

"With FJET officially trading later today, Starfighters has become the first space company to transition from a Regulation A Tier 2 offering to listing on the NYSE," said Rick Svetkoff, CEO and Founder of Starfighters and former U.S. Navy pilot. "Over the past several decades, space and satellite technology has become the invisible foundation of our digital world, and we believe our successful listing signals a proven belief in the value of this industry and the appetite from investors for forward-thinking companies like ours capable of pushing the boundaries of what is possible in low earth orbit. With this milestone completed, looking ahead, we are laser focused on preparing our STARLAUNCH platforms to address the backlog of customer orders, begin launches out of Texas and grow our hypersonic R&D/T&E platform to unlock additional revenues streams and continue scaling our business."

### **About Starfighters Space, Inc.**

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## FORWARD-LOOKING STATEMENTS:

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