
**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): September 17, 2026

CleanSpark, Inc.

(Exact name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-39187
(Commission File Number)

87-0449945
(IRS Employer
Identification No.)

**10624 S. Eastern Ave.
Suite A - 638
Henderson, Nevada**
(Address of Principal Executive Offices)

89052
(Zip Code)

Registrant's Telephone Number, Including Area Code: (702) 989-7692

(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	CLSK	The Nasdaq Stock Market LLC
Redeemable warrants, each exercisable for 0.069593885 shares of common stock at an exercise price of \$165.24 per whole share	CLSKW	The Nasdaq Stock Market 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 7.01. Regulation FD Disclosure.

In connection with the proposed offering discussed below, CleanSpark, Inc. (“CleanSpark” or the “Company”) is furnishing to potential investors certain illustrative financial and other information of CSDC Finance I, LLC, attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 7.01 of this Current Report (as well as in Exhibit 99.1 attached hereto) is furnished and shall not be deemed to be “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, and such information shall not be deemed to be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended or the Exchange Act.

Item 8.01. Other Events.

On September 17, 2026, the Company issued a press release announcing the intention of CSDC Finance I, LLC, its wholly owned indirect subsidiary, to offer, subject to market conditions and other factors, \$2.227 billion aggregate principal amount of senior secured notes due 2031 (the “Offering”) in a private offering to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (“Securities Act”) and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act.

A copy of the press release announcing the Offering is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Current Report on Form 8-K is neither an offer to sell nor a solicitation of an offer to buy any securities.

Forward Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the federal securities laws of the United States. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of complying with these safe harbor provisions. Any statements made in this Current Report on Form 8-K that are not statements of historical fact, such as statements regarding the anticipated terms of the notes being offered, the completion, timing and size of the proposed offering of the notes, and the intended use of the net proceeds, are forward-looking statements and should be evaluated as such. These forward-looking statements generally are identified by the words “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “seeks,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “strategy,” “future,” “forecasts,” “opportunity,” “predicts,” “potential,” “would,” “will likely result,” “continue,” and similar expressions (including the negative versions of such words or expressions).

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by CleanSpark and its management, are inherently uncertain. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this Current Report on Form 8-K, including but not limited to: volatility in the price of CleanSpark’s securities due to a variety of factors, including changes in the competitive and regulated industry in which CleanSpark operates, CleanSpark’s evolving business model and strategy and efforts it may make to modify aspects of its business model or engage in various strategic initiatives, variations in performance across competitors, changes in laws and regulations affecting CleanSpark’s business, and the ability to implement business plans, forecasts, and other expectations and to identify and realize additional opportunities. The foregoing list of factors is not exhaustive. Potential investors, stockholders and other readers are cautioned to carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of CleanSpark’s Annual Report on Form 10-K for the fiscal year ended September 30, 2025 filed with the Securities and Exchange Commission (“SEC”) on November 25, 2025, our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2025 filed with the SEC on February 5, 2026, our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2026 filed with the SEC on May 11, 2026, our Quarterly Report on Form 10 Q for the fiscal quarter ended June 30, 2026 filed with the SEC on August 6, 2026, and in CleanSpark’s subsequent filings with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and CleanSpark assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Illustrative Financial and Other Information of CSDC Finance I, LLC
99.2	Press Release of the Company, dated September 17, 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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 17, 2026

CLEANS PARK, INC.

By: /s/ Gary A. Vecchiarelli
Gary A. Vecchiarelli
President and Chief Financial Officer

CLEANS PARK ✦

Sandersville Investor Presentation

September 2026

Legal Disclaimer

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In this presentation, forward-looking statements include, but may not be limited to, statements regarding the Company's evolving business strategy to expand into the market for data center development, high-performance computing ("HPC"), and artificial intelligence ("AI"), statements regarding anticipated financing initiatives to support such development, and other statements regarding the Company's expectations, beliefs, plans, intentions, and strategies. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions.

The forward-looking statements are subject to a variety of known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements, including, but not limited to: the success of development and commercialization of some or all of our existing portfolio of bitcoin mining sites, as well as our other power and land assets, as data centers having operations other than bitcoin mining; identification and acquisition of new sites and power capacity capable of supporting data centers; risks related to data center construction and operations, including permitting and utility constraints, construction delays, cost overruns, financing and supply-chain challenges, tenant performance, and the possibility projects may not be completed, delivered or operated on the anticipated timeline, budget or terms; the success of the Company's bitcoin mining activities; the volatile and unpredictable cycles in the emerging and evolving industries in which the Company operates, including the volatility of BTC prices; increasing difficulty rates for bitcoin mining; bitcoin halving; changes to compute and data center infrastructure; new or additional governmental regulation; dependency on utility rate structures and government incentive programs; dependency on third-party power providers for expansion efforts; the expectations of future revenue growth may not be realized, including in respect of the data center development, leasing, and compute markets; and other risks described in the Company's prior presentations and in its filings with the Securities and Exchange Commission (SEC), including under the heading "Risk Factors" in those filings.

Forward-looking statements contained herein are made only as to the date of this presentation, and we assume no obligation to update or revise any forward-looking statements as a result of any new information, changed circumstances or future events or otherwise, except as required by applicable law.

The contents and appearance of this presentation is copyrighted and the trademarks and service marks are owned by the Company. All rights reserved

This presentation does not constitute an offer to sell or a solicitation of an offer to buy securities or an invitation or inducement to engage in investment activity.

Sandersville Overview

CleanSpark

- Developing Sandersville, a 175 MW critical IT AI data center campus leased to high-investment-grade global technology company
- Controls ~1.8 GW of contracted power across a geographically diverse U.S. portfolio, with multiple campuses suitable for AI/HPC
- Sandersville is positioned for Q4 2027 initial delivery, with ~\$6.6 billion of base-term contract value and ~\$330 million of average annual NOI⁽¹⁾

Meta

- Serving as the **Guarantor of rent and operating expenses**,⁽²⁾ Meta is a leading global consumer technology and AI company with 3.56 billion daily active people across Facebook, Instagram, WhatsApp and Messenger
- Meta is advancing AI across its Family of Apps and new platforms, including Meta AI, AI glasses, generative AI and superintelligence initiatives
- Sandersville provides 175 MW of long-duration critical IT capacity to support Meta's growing AI, data-processing and communications requirements
- Meta has a ~\$1.7 trillion market capitalization⁽³⁾ and \$117 billion of 1H2026 revenue



175 IT MW

Critical IT Load Under Contract



**20 Years
Base Lease Term**

+ Two 5-Year Tenant
Extension Options
(plus one 12-month option)



~\$6.6 Billion

Contracted Lease Payments



~100%

NOI Margin



3.0%

Annual Rent Escalator



Q4 2027

Phase I Targeted Rent
Commencement Date



Triple Net Lease



~\$11.9MM

Development Cost / IT MW

1. NOI, or net operating income, represents cash received in respect of the Sandersville Facility from the lease less operating expenses
2. The Tenant (Anviran, LLC) is a wholly owned subsidiary of Meta
3. Meta market capitalization as of as of 9/14/2026 per capital IQ

Post-Construction Illustrative Annual Financial Summary

Consolidated Financial Summary

Consolidated Financial Summary		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19	Year 20	Year 21	
Year		2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2040	2041	2042	2043	2044	2045	2046	2047
Rent Revenue ⁽¹⁾	6,560	-	5	220	254	261	269	277	286	294	303	351	362	373	384	395	407	419	395
Net Operating Income ⁽²⁾	6,560	-	5	220	254	261	269	277	286	294	303	351	362	373	384	395	407	419	395
NOI Margin			100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Net Accrued Interest ⁽³⁾	(1,746)	-	-	(122)	(160)	(157)	(153)	(149)	(143)	(136)	(128)	(72)	(56)	(38)	(18)	(1)	0	0	0
Accrued Amortization ⁽⁴⁾	(2,227)	-	-	(23)	(39)	(48)	(58)	(69)	(81)	(95)	(109)	(204)	(228)	(254)	(283)	(126)	-	-	-
DSRA Draw (Replace)	105	-	-	-	-	-	-	-	-	-	-	-	-	-	-	105	-	-	-
Cash Available After Debt Service	2,692	-	5	75	55	56	58	60	62	63	65	76	78	80	83	373	407	419	395
Value of Contracted Cash Flows																			
Remaining Rent Payments		-	-	6,335	6,082	5,820	5,551	5,274	4,988	4,694	4,391	2,735	2,373	2,000	1,617	1,221	814	395	-
Debt Summary																			
Beginning	2,227	-	2,227	2,227	2,204	2,165	2,117	2,059	1,990	1,908	1,814	1,095	892	664	409	126	-	-	-
Draw / (Paydown)		2,227	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mandatory Amortization ⁽⁴⁾	(2,227)																		
Ending		2,227	2,227	2,204	2,165	2,117	2,059	1,990	1,908	1,814	1,705	892	664	409	126	-	-	-	-
Lease Support Coverage Ratio																			
		NA	NA	2.9x	2.9x	2.8x	2.7x	2.7x	2.7x	2.6x	2.6x	3.2x	3.7x	5.1x	13.6x	NA	NA	NA	NA

1. Rent revenue begins November 30, 2027 after the first network hall is completed
2. Minimal Opex supporting near 100% NOI margins
3. 7.5% coupon being shown for illustrative purposes, with interest payable on a semi-annual basis
4. Amortization of debt begins upon construction completion (expected in March 2028) based on a 1.275x DSCR

CleanSpark, Inc. Announces Proposed Offering of \$2.227 Billion of Senior Secured Notes

LAS VEGAS, September 17, 2026 — CleanSpark, Inc. (Nasdaq: CLSK) (“CleanSpark” or the “Company”), a market-leading data center developer, today announced that its wholly owned subsidiary, CSDC Finance I, LLC (the “Issuer”), intends to offer, subject to market conditions and other factors, \$2.227 billion aggregate principal amount of senior secured notes due 2031 (the “Notes”), in a private offering to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act.

The Issuer intends to use the net proceeds from the offering (a) to finance the remaining cost of the build out of the data center (the “Sandersville Facility”), (b) to reimburse the Company for certain prior equity contributions made in respect of the Sandersville Facility, and (c) to fund debt service reserves.

The Notes will be fully and unconditionally guaranteed by CSRE Properties Sandersville, LLC, a wholly owned direct subsidiary of the Issuer (“CSRE Properties”). The Notes and related note guarantee will be secured by first-priority liens on (i) substantially all assets of the Issuer and CSRE Properties, other than certain excluded property, and (ii) all equity interests of the Issuer held by CSDC Holdings I, LLC, a Delaware limited liability company and the direct parent company of the Issuer.

CleanSpark will provide a customary completion guarantee with respect to the Sandersville Facility, under which it will fund the Issuer as necessary to ensure the timely completion of the Sandersville Facility in the event that the proceeds of the Notes are insufficient to do so.

The offering is subject to market and other conditions, and there can be no assurance as to whether, when or on what terms the offering may be completed.

The Notes have not been registered under the Securities Act or securities laws of any other jurisdiction, and the Notes may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and any applicable state securities laws. The Notes will be offered only to persons reasonably believed to be qualified institutional buyers under Rule 144A under the Securities Act and outside the United States to non-U.S. persons in reliance on Regulation S under the Securities Act.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy the Notes, nor shall there be any sale of the Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About CleanSpark

CleanSpark is a market-leading data center developer with a proven track record of success. We control a portfolio of more than 1.8 GW of power, land, and data centers across the United States powered by globally competitive energy prices. Sitting at the intersection of Bitcoin, energy, operational excellence, and capital stewardship, we optimize our infrastructure to deliver superior returns to our shareholders. Monetizing low-cost, high reliability energy by producing a global emerging critical resource – compute – positions us to prosper in an ever-changing world.

Forward Looking Statements

This press release contains certain forward-looking statements within the meaning of the federal securities laws of the United States. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Any statements made in this press release that are not statements of historical fact, such as statements regarding the anticipated terms of the notes being offered, the completion, timing and size of the proposed offering of the notes and the intended use of the net proceeds, are forward-looking statements and should be evaluated as such. These forward-looking statements generally are identified by the words “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “seeks,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “strategy,” “future,” “forecasts,” “opportunity,” “predicts,” “potential,” “would,” “will likely result,” “continue,” and similar expressions (including the negative versions of such words or expressions).

These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by CleanSpark and our management, are inherently uncertain. Such forward-looking statements are subject to risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied by such forward looking statements. New risks and uncertainties may emerge from time to time, and it is not possible to predict all risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: volatility in the price of CleanSpark’s securities due to a variety of factors, including changes in the competitive and regulated industry in which CleanSpark operates, CleanSpark’s evolving business model and strategy and efforts we may make to modify aspects of our business model or engage in various strategic initiatives, variations in performance across competitors, changes in laws and regulations affecting CleanSpark’s business, and the ability to implement business plans, forecasts, and other expectations and to identify and realize additional opportunities. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the “Risk Factors” section of our Annual Report on Form 10-K for the fiscal year ended September 30, 2025 filed with the Securities and Exchange Commission (“SEC”) on November 25, 2025, our Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2025 filed with the SEC on February 5, 2026, our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2026 filed with the SEC on May 11, 2026, our Quarterly Report on Form 10 Q for the fiscal quarter ended June 30, 2026 filed with the SEC on August 6, 2026, and in CleanSpark’s subsequent filings with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and CleanSpark assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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