

---

# SECURITIES AND EXCHANGE COMMISSION

## Washington, D.C. 20549

### SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

**PodcastOne, Inc.**

(Name of Issuer)

---

**Common Stock, \$0.00001 par value per share**

(Title of Class of Securities)

---

**22275C105**

(CUSIP Number)

---

**Galloway Capital Partners, LLC  
650 NE 2nd Avenue, #3007,  
Miami, FL, 33132  
(917) 405-4591**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**11/14/2025**

---

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

SCHEDULE 13D/A

**CUSIP No. 22275C105**

	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)  OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  <input type="checkbox"/>
6	Citizenship or place of organization  DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00 8 Shared Voting Power: 832,100.00 9 Sole Dispositive Power: 0.00 10 Shared Dispositive Power: 832,100.00
11	Aggregate amount beneficially owned by each reporting person  832,100.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  <input type="checkbox"/>
13	Percent of class represented by amount in Row (11)  3.15 %
14	Type of Reporting Person (See Instructions)  OO

**Comment for Type of Reporting Person:** (1) The securities are held and managed by Galloway Capital Partners, LLC ("GCP"). Bruce Galloway is the managing member of GCP. Mr. Galloway has sole voting and dispositive control of GCP. Mr. Galloway may be deemed to have beneficial ownership of the common stock held directly by GCP.

(2) This percentage is calculated based upon 26,412,297 shares of Common Stock outstanding as of August 11, 2025, as reported in the Issuer's Form 10Q filed with the Securities and Exchange Commission on August 14, 2025.

#### SCHEDULE 13D/A

**CUSIP No.** 22275C105

1	Name of reporting person  GALLOWAY BRUCE
2	Check the appropriate box if a member of a Group (See Instructions)  <input type="checkbox"/> (a)

	<input type="checkbox"/> (b)								
3	SEC use only								
4	Source of funds (See Instructions) OO								
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>								
6	Citizenship or place of organization FLORIDA								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>7</td> <td>Sole Voting Power: 0.00</td> </tr> <tr> <td>8</td> <td>Shared Voting Power: 832,100.00</td> </tr> <tr> <td>9</td> <td>Sole Dispositive Power: 0.00</td> </tr> <tr> <td>10</td> <td>Shared Dispositive Power: 832,100.00</td> </tr> </table>	7	Sole Voting Power: 0.00	8	Shared Voting Power: 832,100.00	9	Sole Dispositive Power: 0.00	10	Shared Dispositive Power: 832,100.00
7	Sole Voting Power: 0.00								
8	Shared Voting Power: 832,100.00								
9	Sole Dispositive Power: 0.00								
10	Shared Dispositive Power: 832,100.00								
11	Aggregate amount beneficially owned by each reporting person 832,100.00								
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>								
13	Percent of class represented by amount in Row (11) 3.15 %								
14	Type of Reporting Person (See Instructions) IN								

**Comment for Type of Reporting Person:** (1) The securities are held and managed by Galloway Capital Partners, LLC ("GCP"). Bruce Galloway is the managing member of GCP. Mr. Galloway has sole voting and dispositive control of GCP. Mr. Galloway may be deemed to have beneficial ownership of the common stock held directly by GCP.

(2) This percentage is calculated based upon 26,412,297 shares of Common Stock outstanding as of August 10, 2025, as reported in the Issuer's Form 10Q filed with the Securities and Exchange Commission on August 14, 2025.

## SCHEDULE 13D/A

### Item 1. Security and Issuer

#### (a) Title of Class of Securities:

Common Stock, \$0.00001 par value per share

#### (b) Name of Issuer:

PodcastOne, Inc.

#### (c) Address of Issuer's Principal Executive Offices:

345 North Maple Drive, Beverly Hills, CALIFORNIA , 55416.

**Item 1 Comment:** This Schedule 13D relates to the common stock, par value \$0.00001 per share ("Common Stock"), of Podcastone, Inc., a Delaware corporation (the "Issuer"). The principal executive office of the Issuer is located at 345 North Maple Drive, Beverly Hills, CA 55416. Information given in response to each item below shall be deemed incorporated by reference in all other items below.

As of November 14, 2025, the Reporting Persons (defined below) beneficially owned an aggregate of 832,100 shares of Common Stock, representing approximately 3.15% of the outstanding shares of Common Stock.

**Item 2. Identity and Background**

- (a) (i) Galloway Capital Partners, LLC  
(ii) Bruce Galloway
- (b) Galloway Capital Partners, LLC is a Delaware limited liability company, and Bruce Galloway is a resident of Florida. Bruce Galloway is the managing member of Galloway Capital Partners, LLC.
- (c) The address of the principal business office of each Reporting Person is 650 NE 2nd Avenue, 3007, Miami, FL 33132.
- (d) During the last five years, neither Reporting Person nor any executive officer or director of Galloway Capital Partners, LLC has (i) been convicted in any criminal proceeding or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (e) No
- (f) Florida

**Item 3. Source and Amount of Funds or Other Consideration**

Galloway Capital Partners, LLC acquired 832,100 shares of Common Stock in open market purchases from November 2023 through November 2025. The aggregate purchase price for the shares of Common Stock was approximately \$2.06 per share. Such shares of Common Stock were purchased with investment capital of Galloway Capital Partners, LLC and Mr. Galloway.

The Reporting Persons have effectuated transactions to acquire shares of Common Stock within the past sixty (60) days, as reflected in Schedule 1 to this Report. Other than as set forth in this Report, none of the Reporting Persons has effected any transactions in the shares of Common Stock within the past sixty (60) days.

**Item 4. Purpose of Transaction**

Each Reporting Person acquired the securities described in this Schedule 13D for investment purposes and intend to review its investment in the Issuer on a continuing basis. Each Reporting Person may from time to time acquire additional securities of the Issuer or retain or sell all or a portion of the shares then held by such Reporting Person, in the open market, block trades, underwritten public offerings or privately negotiated transactions. Any actions any Reporting Person might undertake with respect to its investment in the Issuer may be made at any time and from time to time and will be dependent upon such Reporting Person's review of numerous factors, including, but not limited to: ongoing evaluation of the Issuer's business, financial condition, operations, prospects and strategic alternatives; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; tax considerations; liquidity of the Issuer's securities; and other factors and future developments.

Each Reporting Person may consider, explore and/or develop plans and/or make proposals (whether preliminary or final) with respect to, among other things, the Issuer's performance, operations, management, governance (including potential changes to the Board), conflicted party transactions, capital allocation policies, and strategy and plans of the Issuer. Each Reporting Person intends to engage the Board and management with respect to the matters referred to in the preceding sentence. In addition, each Reporting Person may, at any time and from time to time, (i) review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto and (ii) propose or consider one or more of the actions described in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

The Reporting Persons sent a letter to the Chief Executive Officer of the Company and believes the Company's share price is undervalued and trading at a significant discount to its revenues and intrinsic value. The Reporting Persons urge the management of the Company to retain an investment bank or strategic advisor to explore options to enhance shareholder value through a sale, merger or acquisition.

**Item 5. Interest in Securities of the Issuer**

- (a) See Items 11 and 13 on the cover pages to this Schedule 13D for the aggregate number and percentage of the class of securities identified pursuant to Item 1 owned by the Reporting Person.
- (b) Number of shares as to which the Reporting Persons have:
  - i. Sole power to vote or to direct the vote: See Item 7 on cover pages to this Statement.
  - ii. Shared power to vote or to direct the vote: See Item 8 on cover pages to this Statement.
  - iii. Sole power to dispose or direct the disposition: See Item 9 on cover pages to this Statement.
  - iv. Shared power to dispose or direct the disposition: See Item 10 on cover pages to this Statement.
- (c) Other than as set forth in response to Item 3 above, no other transactions in the Issuer's Common Stock by the Reporting Persons were effected in the past sixty (60) days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Except for the relationships described above and in the responses to Items 4 and 5 herein, none of the Reporting Persons, nor, to the best of their knowledge, any persons identified in Item 2 hereof has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person, with respect to any securities of the Issuer.

**Item 7. Material to be Filed as Exhibits.**

EXHIBIT 99.1 Joint Filing Agreement

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Galloway Capital Partners, LLC

Signature: /s/ Bruce Galloway  
Name/Title: Bruce Galloway (Managing Member)  
Date: 11/14/2025

GALLOWAY BRUCE

Signature: /s/ Bruce Galloway  
Name/Title: Bruce Galloway  
Date: 11/14/2025

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common Stock of Podcastone, Inc. dated as of November 14, 2025 is, and any amendments thereto (including amendments on Schedule 13G) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

**GALLOWAY CAPITAL PARTNERS, LLC**By: /s/ Bruce Galloway

Name: Bruce Galloway

Title: Managing Member

/s/ Bruce Galloway

Bruce Galloway

**Schedule 1****Purchases by the Reporting Persons**

Date	Shares	Share Price
September 26, 2025	15,000	\$1.81
October 17, 2025	19,300	\$1.91
October 21, 2025	17,100	\$1.93
October 23, 2025	9,300	\$2.06
October 24, 2025	23,550	\$2.16
October 31, 2025	13,200	\$2.26
November 3, 2025	10,900	\$2.17