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): November 23, 2026

Blaize Holdings, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-41139**	**86-2708752**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2890 Zanker Road, Suite 107 **San Jose, California**	**95134**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (916) 347-0050

Not Applicable
(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 $0.0001 per share	BZAI	The Nasdaq Stock Market
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of $11.50 per share	BZAIW	The Nasdaq Stock Market
Preferred Stock Purchase Rights		The Nasdaq Stock Market

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 5.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

On November 23, 2026, the Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") of Blaize Holdings, Inc. (the "Company"), after considering the recommendations of management, concluded that the Company's audited consolidated financial statements for the fiscal year ended December 31, 2025 and unaudited condensed consolidated financial statements for the quarters ended March 31, 2025, June 30, 2025, September 30, 2025, March 31, 2026 and June 30, 2026 (the "Affected Financial Statements"), should no longer be relied upon due to misstatements that are described in greater detail below.

As previously disclosed, the Company and certain of its employees and members of the Board received subpoenas and inquiries from the U.S. Department of Justice (the "DOJ") and the U.S. Securities and Exchange Commission ("SEC") requesting information relating to the Company's business and agreements with certain counterparties. Following these events, the Company's Board of Directors established a Special Committee to oversee an internal investigation of these matters, with the assistance of independent advisors. The Company is cooperating with the DOJ and SEC in responding to their requests for information.

Informed by the internal investigation, the Company's management reviewed the Company's previously recognized revenue, primarily revenue derived from agreements with the Company's customers in China. Based on the preliminary findings of the internal investigation and management's review of the original revenue recognition, the Company determined to restate the Affected Financial Statements (the "Restated Financial Statements"). The Company will file the Restated Financial Statements as soon as practicable.

Management is assessing the effect of the restatement on the Company's internal control over financial reporting and its disclosure controls and procedures. Management will not reach a final conclusion on the restatement's effect on the Company's internal control over financial reporting and disclosure controls and procedures until completion of the restatement process.

The Audit Committee has discussed the matters disclosed in this Current Report on Form 8-K with UHY LLP, the Company's independent registered public accounting firm, its outside counsel, and management of the Company.

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Such forward-looking statements include, but are not limited to, statements relating to the Restated Financial Statements and the Company's future filings with the SEC. These forward-looking statements are subject to risks, uncertainties and other factors, including discovery of information in addition to or different from the information upon which such forward-looking statements are based. As a result of these matters, actual results may differ materially from those projected or implied in the forward-looking statements made in the foregoing discussion. Factors that could affect the Company's actual results include the results of the continuing internal investigation referenced above, the timing of the Restated Financial Statements, the extent of any weakness in internal control over financial reporting and other various uncertainties disclosed in the Company's reports filed with the SEC, including the Company's Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on March 24, 2026, as amended on April 30, 2026, and the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, filed with the SEC on August 13, 2026. The Company urges readers to take such factors and the possibility of such differences into account in any consideration of the forward-looking statements included in this Current Report on Form 8-K and not to place undue reliance on such statements. The forward-looking statements included in this Current Report on Form 8-K are made only as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to update any of these forward-looking statements to reflect subsequent events or circumstances.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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: November 25, 2026

Blaize Holdings, Inc.

By: /s/ Kim Evans
Kim Evans
General Counsel