

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 8.01 Other Events.

As previously disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission on June 29, 2026 (the “Prior 8-K”), on June 28, 2026, Volato Group, Inc. (the “Company”) entered into a Securities Purchase Agreement (the “Purchase Agreement”), dated as of June 27, 2026, with certain investors (collectively, the “Investors”) for the sale by the Company of an aggregate of 11,038,767 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share, at a per share price of \$0.165 in a registered direct offering. The closing of the offering occurred on June 30, 2026, and the Company received gross proceeds of approximately \$1,821,397.02, before deducting transaction fees and offering expenses payable by the Company.

Among other things, each Investor represented to the Company that it is an “accredited investor” (as such term is defined in Rule 501(a) of Regulation D under the Securities Act). The Company offered and issued the Shares in reliance upon the exemptions from registration contained in Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder, based in part on representations made by the Investors. The securities were offered without any general solicitation by the Company or its representatives and no sales commissions were paid in connection with the sales of these securities.

The descriptions of the terms of the Purchase Agreement contained in the Prior 8-K is incorporated herein by reference. The foregoing summary of the Purchase Agreement, including the summary contained in the Prior 8-K, does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a form of which was filed as Exhibit 10.1 to the Prior 8-K and is incorporated herein by reference.

The offering of the Shares was made pursuant to a shelf registration statement on Form S-3 (File No. 333-290219), which was originally filed by the Company with the Securities and Exchange Commission on September 12, 2025, and was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) on September 30, 2025. The Company filed a prospectus supplement with the SEC in connection with the offer and sale of the Shares on June 30, 2026 (the “Prospectus Supplement”). This Current Report on Form 8-K is not an offer to sell or a solicitation of an offer to buy any securities, nor will there be any sales of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

A copy of the legal opinion issued by the Company’s legal counsel relating to certain legal matters in connection with the offering and the validity of the Shares offered by the Prospectus Supplement is filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated by reference into the Prospectus Supplement.

Forward Looking Statements

This Current Report on Form 8-K contains certain statements that may be deemed to be “forward-looking statements” within the federal securities laws, including the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words or variation of words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “projects,” “forecasts,” “targets,” “would,” “will,” “should,” “goal,” “could” or “may” or other similar expressions. Forward-looking statements provide management or the board’s current expectations or predictions of future conditions, events, or results. All statements that address operating performance, events, or developments that may occur in the future are forward-looking statements, including statements regarding the challenges associated with executing our growth strategy, developing, marketing and consistently delivering high-quality services that meet customer expectations. All forward-looking statements speak only as of the date they are made and reflect the Company’s good faith beliefs, assumptions, and expectations, but they are not guarantees of future performance or events. Furthermore, the Company disclaims any obligation to publicly update or revise any forward-looking statement, except as required by law. By their nature, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited to, the risk that the Reverse Stock Split may not have the effect of increasing the trading price of the Company’s Common Stock, the risk that the Company may not be able to maintain compliance with all continued listing requirements, and a variety of economic, competitive, and regulatory factors, many of which are beyond the Company’s control, that are described in the Company’s periodic reports filed with the SEC including its Annual Report on Form 10-K for the fiscal year ended December 31, 2025, subsequent reports filed with the SEC, and other factors that the Company may describe from time to time in other filings with the SEC. You should understand that it is not possible to predict or identify all such factors and, consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Dykema Gossett PLLC.
104	Cover Page Interactive Data File (embedded with 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: July 1, 2026

Volato Group, Inc.

By: /s/ Mark Heinen

Name: Mark Heinen

Title: Chief Financial Officer



Dykema Gossett PLLC
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June 30, 2026

Board of Directors
Volato Group, Inc.
1954 Airport Road, Suite 124
Chamblee, Georgia 30341

Re: Registration Statement on Form S-3 (File No. 333-290219)

Ladies and Gentlemen:

We have acted as counsel to Volato Group, Inc., a Delaware corporation (the “Company”), in connection with the Company’s filing with the U.S. Securities and Exchange Commission, pursuant to the Securities Act of 1933, as amended (the “Securities Act”), of the above-referenced Registration Statement on Form S-3 (as amended or supplemented, the “Registration Statement”), the base prospectus declared effective on September 30, 2025 (the “Base Prospectus”), and the prospectus supplement dated June 30, 2026 (the “Prospectus Supplement” and together with the Base Prospectus, the “Prospectus”) relating to the proposed offering by the Company of 11,038,767 shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Shares”). We understand that the Shares are proposed to be offered and sold by the Company pursuant to a Securities Purchase Agreement, dated June 27, 2026, by and between the Company and certain investors (the “SPA”).

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the preparation and filing of the Registration Statement, the Base Prospectus, the Prospectus Supplement, the negotiation and execution of the SPA, and the authorization, issuance and sale of the Shares.

For purposes of this letter, we have examined originals or copies, certified or otherwise, of such corporate records, organizational and governing documents, agreements, instruments, certificates of public officials or of officers or other representatives of the Company, the Registration Statement (including any exhibits thereto), and such other documents as we have deemed appropriate, relevant, or necessary as a basis for the opinions set forth below. We have also reviewed such questions of law as we have deemed necessary or appropriate. In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including by facsimile or other electronic transmission). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

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This opinion is limited to the General Corporation Law of the State of Delaware as currently in effect. We express no opinion herein as to any other statutes, rules or regulations (and in particular, we express no opinion as to any effect that such other statutes, rules or regulations may have on the opinions expressed herein).

Based on the foregoing we are of the opinion that, following (i) issuance of the Shares pursuant to the terms of the SPA and (ii) receipt by the Company of the consideration for the Shares sold pursuant to the SPA, the Shares will be duly authorized, validly issued, fully paid and non-assessable.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K relating to the offer and sale of the Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus. This opinion letter is rendered as of the date hereof and based solely on our understanding of facts in existence as of such date after the examination described in this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

We hereby consent to the use of this opinion as Exhibit 5.1 to the above-described Form 8-K, and further consent to the reference to this firm under the caption “Legal Matters” in the Prospectus which is part of the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Sincerely,

/s/ Dykema Gossett PLLC

DYKEMA GOSSETT PLLC
