

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 22, 2026

VOLATO GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41104
(Commission
File Number)

86-2707040
(IRS Employer
Identification No.)

8050 Freedom Ave NW
North Canton, OH 44720
(Address of principal executive offices) (zip code)

844-399-8998
Registrant's telephone number, including area code

1954 Airport Road, Suite 124
Chamblee, GA 30341
(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
Class A Common Stock Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$287.50	SOAR SOARW	NYSE American LLC OTC Markets Group, Inc.

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 1.01 Entry Into a Material Definitive Agreement.

On September 22, 2026, the Alignment Engine subsidiary ("Aligned") of Volato Group, Inc. (the "Company") entered into a Master Services Agreement (the "MSA") with a customer, pursuant to which Aligned will provide the customer with dedicated, single-tenant GPU clusters and access to Aligned's platform and related services. The two initial orders under the MSA provide for the phased deployment of dedicated, next-generation AMD GPU infrastructure at Aligned's AI infrastructure campus in Ohio. The initial deployment will utilize AMD MI355X GPUs for a 48-month term, with a contractual start date of December 31, 2026. The second deployment will utilize AMD MI455X GPUs for a 48-month term, with a contractual start date of June 30, 2027. The aggregate contractual value of the two initial orders is approximately \$1.17 billion. Additional orders may be placed under the MSA by the customer or by Aligned on the customer's behalf with the customer's express written authorization.

Unless earlier terminated, the MSA will continue as long as any orders remain in effect. The MSA provides certain termination rights for both parties, including, among others, that either party may terminate the MSA or any order for an uncured material breach after written notice and a 30-day cure period, and either party may terminate the MSA or any order immediately upon certain bankruptcy or insolvency events. The MSA also contains other customary terms and conditions, including provisions relating to confidentiality, data security, intellectual property, limitations of liability, and indemnification.

Item 7.01 Regulation FD Disclosure.

On September 28, 2026, the Company issued a press release announcing the orders under the MSA. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

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. Statements that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements relate to future events or our future performance or future financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our company, our industry, our beliefs and our assumptions. Such forward-looking statements include, but are not limited to, statements regarding our or our management team’s expectations, hopes, beliefs, intentions or strategies regarding the future, the Company’s business strategy and development of AI infrastructure, planned GPU, data center and high-performance computing infrastructure deployments, the timing, delivery, acceptance and operation of customer orders, anticipated contractual payments and prepayments, service-level and performance requirements, anticipated power, cooling and other infrastructure requirements, the size, growth and future development of the market for AI data center infrastructure, commercial discussions and future customer agreements, and the Company’s ability to execute its growth strategy. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. In some cases, you can identify forward-looking statements by the following words: “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” “would,” “will,” or the negative of these terms or other similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are subject to a number of risks and uncertainties (some of which are beyond our control) that may cause actual results or performance to be materially different from those expressed or implied by such forward-looking statements. Accordingly, readers should not place undue reliance on any forward-looking statements. These risks include risks relating to agreements with third parties; risks associated with integrating Aligned’s business; obtaining additional financing; procuring GPUs and other equipment; developing and operating AI infrastructure; obtaining sufficient power and other infrastructure; satisfying existing or future customer commitments; receiving customer prepayments; meeting delivery, acceptance, service-level and performance requirements; converting customer discussions into definitive agreements; obtaining any required approvals; our ability to raise funding in the future, as needed, and the terms of such funding, including potential dilution caused thereby; our ability to continue as a going concern; our ability to maintain the listing of our common stock on the NYSE American LLC; the outcome of any current legal proceedings or future legal proceedings that may be instituted against us; unanticipated difficulties or expenditures relating to our business plan; the risk that third-party market size and growth projections prove inaccurate or that the Company does not benefit from any growth in the market; volatility in the Company’s common stock; and those risks detailed in our most recent Annual Report on Form 10-K and subsequent reports filed with the SEC.

Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as otherwise provided by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated September 28, 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 28, 2026

Volato Group, Inc.

By: /s/ Mark Heinen
Name: Mark Heinen
Title: Chief Financial Officer

Volato Group’s Alignment Engine Subsidiary Signs \$1.2 Billion in AI Infrastructure Orders with Large AI Customer

Four-Year Take-or-Pay Orders Include Approximately \$133 Million in Contractual Prepayments, Including Approximately \$40 Million Due Following Execution

NORTH CANTON, Ohio – September 28, 2026 – Volato Group, Inc. (NYSE American: SOAR) (“Volato” or the “Company”) today announced that its Alignment Engine subsidiary has entered into two four-year, take-or-pay orders with a large AI customer, representing \$1.17 billion in aggregate contract value and marking Alignment Engine’s first major customer commitment for its AI infrastructure platform.

The orders provide for the phased deployment of dedicated, next-generation AMD GPU infrastructure at Alignment Engine’s AI infrastructure campus in Ohio. The initial deployment will utilize AMD MI355X GPUs and has a contractual start date of December 31, 2026. A second deployment will utilize AMD MI455X GPUs and has a contractual start date of June 30, 2027. The deployments will operate as dedicated, single-tenant GPU clusters, reflecting a commercial model centered on long-term contracted capacity rather than short-term or spot-market GPU demand.

Under the orders, the customer has committed to approximately \$133 million in contractual prepayments, including approximately \$40 million due following execution of the initial order. The remaining prepayments are scheduled in stages based on specified dates and equipment shipment milestones. The remaining contract value is payable over the four-year terms on a take-or-pay basis, subject to the terms and conditions of the agreements.

“This is a transformational commercial milestone for Alignment Engine and an important opportunity to build a long-term relationship with a large AI customer,” said Chris Ensey, Chief Executive Officer of Volato. “We believe the next phase of AI will be defined not only by larger models, but by greater choice across models, hardware architectures and deployment environments. As enterprises increasingly focus on performance, economics and data sovereignty, we believe dedicated AI infrastructure will become increasingly important.”

The customer deployments are expected to anchor the initial phases of Alignment Engine’s planned Ohio AI infrastructure campus. Under the orders, the contracted infrastructure will be dedicated to the customer. Alignment Engine is developing the campus to support resource-efficient AI workloads through an integrated infrastructure model combining power, cooling, next-generation GPU compute and high-performance networking.

The Company believes AI infrastructure is evolving toward a more diverse ecosystem in which customers may require flexibility in the models they deploy and greater control over the infrastructure on which those models operate. Open-weight models and a growing range of frontier models are expanding that choice, while data sovereignty, security and workload portability are becoming increasingly important considerations for enterprises and governments. Dedicated AI infrastructure is designed to provide customers with greater control over compute environments and data placement while supporting a broad range of models and inference workloads.

“For us, the significance goes beyond the \$1.2 billion in aggregate contract value,” said Mark Heinen, Chief Financial Officer of Volato. “These orders demonstrate a model where we can build infrastructure against long-term contracted demand and meaningful customer cash commitments. As we scale Alignment Engine, that alignment between customer demand and capital deployment is fundamental to how we intend to grow the business.”

Alignment Engine intends to use these initial customer deployments as part of its broader plan to develop the foundation for additional customer capacity at the Ohio campus as the Company expands its AI infrastructure platform.

The orders and the related master services agreement include delivery, acceptance, service-level and performance requirements and are subject to their respective terms and conditions.

About Volato Group, Inc.

Volato Group, Inc. (NYSE American: SOAR) is an AI infrastructure and software company. Through its Alignment Engine subsidiary, Volato is developing a powered industrial campus in Ohio into a next-generation AI compute facility, combining data center infrastructure, high-density GPU compute, high-performance networking and proprietary technology to support energy-efficient AI training, inference and HPC workloads. Volato also builds operational systems for aviation businesses on Parslee, an autonomous-work platform that combines business context, shared memory and human-in-the-loop controls, and operates Vaunt, one of the fastest-growing technology-enabled private aviation membership platforms in the industry.

About Alignment Engine

Alignment Engine is an AI infrastructure company developing high-performance computing infrastructure for artificial intelligence, machine learning and HPC workloads. The company combines powered data center infrastructure, advanced compute, high-performance networking and proprietary technology to support energy-efficient AI workloads. Alignment Engine is headquartered in Ohio and is developing its campus as a next-generation AI compute facility.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements include statements regarding the anticipated benefits of the completed merger; the combined company’s business strategy and development of AI infrastructure; planned GPU, data center and high-performance computing infrastructure deployments; the timing, delivery, acceptance and operation of customer orders; anticipated contractual payments and prepayments; service-level and performance requirements; anticipated power, cooling and water efficiency; the size, growth and future development of the market for AI data center infrastructure; commercial discussions and future customer agreements; and the company’s ability to execute its growth strategy.

Forward-looking statements can often be identified by words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “projects,” “targets,” “would,” “will,” “should,” “could,” “may,” “potential,” “opportunity” and the negative of these terms or other similar expressions, but the absence of these words does not mean that a statement is not forward-looking.

Forward-looking statements are based on current expectations, assumptions, estimates and projections and are not guarantees of future performance or events. Actual results may differ materially from those expressed or implied by these forward-looking statements as a result of various risks and uncertainties, including risks associated with integrating Alignment Engine’s business; obtaining additional financing; procuring GPUs and other equipment; developing and operating AI infrastructure; obtaining sufficient power and other infrastructure; satisfying existing or future customer commitments; receiving customer payments and prepayments; meeting delivery, acceptance, service-level and performance requirements; converting customer discussions into definitive agreements; obtaining required stockholder and NYSE American approvals; maintaining compliance with NYSE American listing standards; the risk that third-party market size and growth projections prove inaccurate or that the Company does not benefit from any growth in the market; volatility in the Company’s common stock; and the other risks described in the Company’s most recent Annual Report on Form 10-K and subsequent reports filed with the Securities and Exchange Commission.

All forward-looking statements speak only as of the date they are made. Volato undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Investor Contact

Volato Group, Inc. | 8050 Freedom Ave NW, North Canton, OH 44720 | (844) 399-8998

Media Contact

community@alignmentengine.com
Alignment Engine, Inc. | 8050 Freedom Ave NW, North Canton, OH 44720 | (330) 649-6951
