

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): **December 3, 2025**

**VERSUS SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-39885**

(Commission File Number)

**46-4542599**

(IRS Employer  
Identification No.)

**3500 South DuPont Hwy.  
Dover, DE 19901**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(604) 639-4457**

**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 Shares	VS	The Nasdaq Capital Market
Unit A Warrants	VSSYW	The Nasdaq Capital 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 7.01 Regulation FD Disclosure.**

On December 3, 2025, Versus Systems, Inc. (the “Company”) issued a press release describing its entry into a non-binding letter of intent with LiftMedia LDA regarding the Company’s implementation of its technology platform in certain Spanish and Portuguese markets and a broader rollout thereafter.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release dated December 3, 2025</a>
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.

VERSUS SYSTEMS INC.

Date: December 3, 2025

By: /s/ Luis Goldner

Name: Luis Goldner

Title: Chief Executive Officer



### **Versus Systems to Collaborate with LiftMedia to Launch Audience-Enhancing Digital Out-of-Home Experiences Across Key Markets**

**MIAMI, FLORIDA** – December 3, 2025 – Versus Systems Inc. (“Versus” or the “Company”) (Nasdaq: VS) today announced a new initiative with LiftMedia LDA., to leverage Versus Systems’ proprietary interactive engagement tools within Digital Out-of-Home (DOOH) screen environments to monetize user interaction, generate audience engagement, and increase customer participation across key markets in the Iberian Peninsula. This initial activation will employ Versus’ innovative QR code technology in tens of thousands of elevator-based media properties and targeted advertising channels hosted by LiftMedia LDA (“Liftmedia”), reaching 2,650,000 people a day—representing 4.4% of the Iberian population and nearly 1 billion impressions a year. A pilot launch in Spain and Portugal will initiate upon the execution of a Master Services Agreement (MSA), with further phases forthcoming.

This collaboration represents an exciting move forward for both companies. At the forefront of this launch is the belief that now, more than ever, authentic audience enhancement and strategic real-time digital engagement, will unlock sustainable advertising growth.

The initiative also supports Versus Systems’ strategic expansion into the Iberian Peninsula’s rapidly growing DOOH market, where elevator networks, retail media channels, and daily screen time continue to show strong growth.

Versus and LiftMedia have signed a non-binding Letter of Intent and expect to finalize a MSA within 60 days. Together, the companies intend to elevate how fans engage, play, and participate while commuting, working, and going about their busy days.

#### **Turning Every Touchpoint into a Powerful Moment**

Individuals will be able to engage directly with LiftMedia assets and their smartphones to access:

- Promotional activations
- Rewards and prizes
- Digital games
- Exclusive branded content

This collaboration will strive to revolutionize everyday instances into high-impact digital touchpoints, creating a seamless physical-to-digital experience that audiences, companies, and brands can benefit from.

#### **A Step Forward for Interactive Fan Engagement**

This collaboration further propels Versus Systems’ role as a key innovator in interactive entertainment and gamified advertising. It also creates a scalable model for expansion into additional global DOOH markets.

“Versus is very pleased to begin working with LiftMedia,” said Luis Goldner, Chief Executive Officer of Versus Systems. “LiftMedia has a powerful history in generating audience engagement in the out-of-home advertising space, and by integrating our technology into their media properties, we’ll have the opportunity to reach various audiences that are eager for connection.”

“Employing Versus’ technology will make our upcoming media schedule even more targeted and special for consumers,” said Flavio Polay, Founder of LiftMedia. “Our goal has always been to broaden traditional advertising by offering discerning audiences a series of unique, interactive, and shareable experiences. With Versus, every LiftMedia screen can now serve as a powerful, measurable engagement touchpoint.”

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#### **About Versus Systems**

Versus Systems (Nasdaq: VS) is a leading provider of gamification and audience engagement technology. Its platform empowers brands to create rewarding interactive experiences that transform how they connect with consumers. Versus' solutions are used globally by brands, teams, venues, and entertainment companies.

For more information on Versus Systems and its engagement technologies, visit [versussystems.com](http://versussystems.com).

#### **About LiftMedia**

LiftMedia is an innovative Digital Out-of-Home advertising company based in Europe specializing in elevator screen content and advertising media. The company specializes in digital out-of-home media, focusing on advertising on digital screens installed in elevators of residential and commercial buildings, enabling local businesses, service providers, and any company looking to reach residential areas to have a cost-effective and innovative marketing solution.

#### **Forward-Looking Statements**

This press release contains statements that are not historical in nature, including those containing words such as “will,” “begin,” “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should,” “may” or other forms or the negative of these words or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters, are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In particular, statements pertaining to our trends and business plans contain forward-looking statements. You can also identify forward-looking statements by discussions of strategy, plans or intentions. Examples of forward-looking statements include, but are not limited to, statements about our prospects, including our future business, revenues, expenses, net income, financial condition and results of operations, our sources and goals for future revenues and earnings, and our expectations about realizing revenues.

Such statements are necessarily subjective, are based upon our current plans, intentions, objectives, goals, strategies, beliefs, projections and expectations, and involve known and unknown risks, uncertainties and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any future results, performance or achievements described in or implied by such statements. Actual results may differ materially from expected results described in our forward-looking statements, including with respect to correct measurement and identification of factors affecting our business or the extent of their likely impact, the accuracy and completeness of the publicly available information with respect to the factors upon which our business strategy is based, or the success of our business.

Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of whether, or the times by which, our performance or results may be achieved. Forward-looking statements are based on information available at the time those statements are made and management's belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

#### **Investor Contact:**

Cody Slach  
Gateway Group, Inc.  
949-574-3860  
[IR@versussystems.com](mailto:IR@versussystems.com)  
or  
[press@versussystems.com](mailto:press@versussystems.com)

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