

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): April 15, 2026

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

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 April 15, 2026, Versus Systems, Inc. (the "Company") and ASPIS Cyber Technologies, Inc. ("ASPIS") entered into a Stock Purchase Agreement (the "SPA"). Pursuant to the SPA, the Company will sell to ASPIS, and AspIS will purchase for cash, a number of shares of Company common stock, at a price, equal to \$1,700,000 divided by 105% of the closing price of a share of Company common stock on the day preceding consummation. The purchase price per share shall be 105% of such closing price. The parties expect to close the sale of stock contemplated by the SPA on or before May 14, 2026. Based on the Company's historic and projected expenses and revenues, the Company expects the proceeds from such sale to result in the Company maintaining at least \$2,500,000 in stockholders' equity through at least December 31, 2026.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Stock Purchase Agreement by and between Versus Systems, Inc. and ASPIS Cyber Technologies, Inc., dated April 15, 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.

VERSUS SYSTEMS INC.

Date: April 15, 2026

By: /s/ Luis Goldner
Name: Luis Goldner
Title: Chief Executive Officer

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT (this "Agreement") is made effective as of April 15, 2026 (the "Effective Date"), by and between ASPIS CYBER TECHNOLOGIES, INC., a Delaware corporation ("Aspis") and VERSUS SYSTEMS, INC., a Delaware corporation (the "Company"). Aspis and the Company are herein referred to collectively as the "Parties" and individually as a "Party."

WHEREAS, the Company's common stock is traded on Nasdaq under the symbol VS (the "Common Stock").

WHEREAS, ASPIS is a Cloud Based Mobile Endpoint, Secure Communications AI Cyber Security Technology Company for Anti Tapping, Antihacking within the Government, Finance, Gaming and Social Media sectors and who utilizes the Company's Gamification, Engagement and QR Code Technology for Mobile Platforms.

WHEREAS, Aspis does business with the Company and has agreed it is in the best interest of Aspis to purchase shares of Company common stock pursuant to this Agreement.

NOW THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby confirmed, the Parties agree as follows:

1. STOCK PURCHASE. On or before May 14, 2026, Aspis shall purchase from the Company for cash, a number of shares of Common Stock equal to \$1,700,000.0 divided by 105% of the closing price of a share of Common Stock on Nasdaq on the day preceding the Closing Date (as defined below). The purchase price per share of Common Stock shall be 105% of such closing price. The purchase and sale shall occur on a date selected by Aspis which date shall be on or before May 14, 2026 (the "Closing Date).

2. ENTIRE AGREEMENT. This Agreement contains the entire agreement of the Parties, and there are no other promises or conditions in any other agreement whether oral or written concerning the subject matter of this Agreement. This Agreement supersedes any prior written or oral agreements between the Parties.

3. AMENDMENT. This Agreement may only be modified or amended in a writing signed by the Parties.

4. GOVERNING LAW. This Agreement shall be construed in accordance with the laws of the State of New York. Any disputes will be settled under the governing laws of the State of New York, City of Manhattan.

5. NOTICE. Any notice or communication required or permitted under this Agreement shall be sufficiently given if delivered in person or to such email address as one Party may have furnished to the other in writing.

6. ASSIGNMENT. Neither Party may assign or transfer this Agreement without the prior written consent of the non-assigning Party.

[Signatures appear on following page]

IN WITNESS WHEREOF, the Parties have executed this Stock Purchase Agreement as of the Effective Date.

VERSUS SYSTEMS, INC.

By: /s/ Luis Goldner
Name: Luis Goldner
Title: CEO

ASPIS CYBER TECHNOLOGIES, INC.

By: /s/ Rose Roth
Name: Rose Roth
Title: Chief Operating Officer
