

**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): July 29, 2026

**GD Culture Group Limited**  
**(Exact name of Company as specified in charter)**

**Nevada**  
**(State or other jurisdiction  
of incorporation)**

**001-37513**  
**(Commission File No.)**

**47-3709051**  
**(IRS Employer  
Identification No.)**

111 Town Square Place, Suite #1203  
Jersey City, NJ 07310  
**(Address of Principal Executive Offices) (Zip code)**

+1-347- 2590292  
**(Company's Telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions (see General Instruction A.2. below):

- ☐ 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 | GDC               | 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 8.01. Other Events.**

On July 29, 2026, GD Culture Group Limited, a Nevada corporation (the “Company”) received formal written notice from The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company has regained compliance with the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”) and that this matter is now closed.

This report shall be deemed to be incorporated by reference into the registration statement of the Company on Form S-3 (File No. 333-292934) and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibits<br>Number | 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.

### **GD Culture Group Limited**

Date: July 31, 2026

By: /s/ Xiao Jian Wang

Name: Xiao Jian Wang

Title: Chief Executive Officer, President and  
Chairman of the Board of Directors