

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): February 5, 2026

XTI AEROSPACE, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-36404
(Commission File Number)

88-0434915
(I.R.S. Employer
Identification No.)

8123 InterPort Blvd., Suite C
Englewood, CO
(Address of principal executive offices)

80112
(Zip Code)

Registrant's telephone number, including area code: (800) 680-7412

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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 Stock	XTIA	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.

XTI Aerospace, Inc. (the “Company”) is presenting certain slides (the “Presentation”) during its previously announced Investor Town Hall Webinar at 4:30 p.m. Eastern Time on February 5, 2026. A replay of the webinar will be available under the “IR News & Events” tab on the “Investors” section of the Company’s website at www.xtiaerospace.com following the end of the Town Hall for 30 days. A copy of the Presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filings made by the Company pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

XTI AEROSPACE, INC.

Date: February 5, 2026

By: /s/ Brooke Turk
Name: Brooke Turk
Title: Chief Financial Officer



DRONE SOLUTIONS LEADER ENTERPRISE & GOVERNMENT

Corporate Presentation

February 2026

xti aerospace



Disclaimer



This presentation is made solely for information purposes and no representation or warranty, express or implied, is made by XTI Aerospace, Inc. ("XTI," "we," "us," "our," and, together with our subsidiaries, the "Company") or any of its representatives as to the information contained in this presentation. This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this presentation, including, without limitation, statements regarding future actions; prospective products, anticipated expenses, applications, customers and technologies; future performance or results of anticipated products; and projected expenses and financial results, are forward-looking statements. You can find many (but not all) of these forward-looking statements by looking for words such as "approximates," "believes," "hopes," "expects," "anticipates," "estimates," "projects," "intends," "plans," "would," "should," "could," "may," or other similar expressions in this presentation.

These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections, including, without limitation: the Company's history of losses; our ability to achieve or maintain profitability in the future; our limited operating history after our recent business combination with XTI Aircraft Company; our ability to meet the development and commercialization schedule with respect to the TriFan 600; the risk that we have not yet manufactured any non-prototype aircraft or delivered any aircraft manufactured by us to a customer, and that we and our current and future collaborators may be unable to successfully develop and market our aircraft or solutions, or may experience significant delays in doing so; the risk that we may not realize the expected benefits of the Drone Nerds acquisition; unexpected costs, charges or expenses resulting from the Drone Nerds acquisition or any future acquisition or difficulties in integrating and operating acquired companies; supplier concentration and regulatory actions affecting key suppliers; changes in applicable laws or regulations; evolving market demand; the uncertainties associated with obtaining regulatory approvals of our aircraft including certification by the Federal Aviation Administration, which is a lengthy and costly process; our ability to obtain adequate financing in the future as needed; the risk that our conditional pre-orders for our aircraft (which include conditional aircraft purchase agreements, non-binding reservations, and options) are canceled, modified, delayed or not placed and that we must return refundable deposits; emerging competition and rapidly advancing technology that may outpace our technology; customer demand for the products and services we develop; the impact of competitive or alternative products, technologies and pricing; our ability to develop other new products and technologies; our ability to navigate the regulatory environment and complexities with compliance related to such environment; our ability to attract customers and/or fulfill customer orders; our ability to enhance and maintain the reputation of our brand and expand our customer base; our ability to scale in a cost-effective manner and maintain and expand our manufacturing and supply chain relationships; general economic conditions and events and the impact they may have on us and our potential customers, including, but not limited to escalating tariff and non-tariff trade measures imposed by the U.S. and other countries, increases in inflation rates and rates of interest and supply chain challenges; cybersecurity attacks; our ability to maintain compliance with the continued listing requirements of the Nasdaq Capital Market; lawsuits and other claims by third parties or investigations by various regulatory agencies that we may be subjected to and are required to report; our ability to respond to a failure of our systems and technology to operate our business; our ability to protect our intellectual property; the outcome of any known and unknown litigation and regulatory proceedings; our success at managing the risks involved in the foregoing items; and other risks and uncertainties described in our public filings with the SEC, which are accessible at www.sec.gov, and which you are advised to consult.

This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sale of securities in any states or jurisdictions in which such offer, solicitation or sale would be unlawful.

The forward-looking statements are based upon management's beliefs and assumptions and are made as of the date of this presentation. We undertake no obligation to publicly update or revise any forward-looking statements included in this presentation. You should not place undue reliance on these forward-looking statements.

This presentation also contains estimates, projections and other information concerning our industry and our business, including data regarding the estimated size of our markets and their projected growth rates. Unless otherwise indicated, such estimates, projections and other information is based on information released by independent industry analysts and other third-party sources and management estimates. In some cases, we do not expressly refer to the sources from which these data are derived. Management estimates are derived from publicly available information released by independent industry analysts and other third-party sources, as well as data from our internal research, and are based on assumptions made by us upon reviewing such data, and our experience in, and knowledge of, such industry and markets, which we believe to be reasonable. In addition, projections, assumptions and estimates of the future performance of the industry in which we operate and our future performance are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by us.

Experienced Management Team



Scott Pomeroy
Chairman & CEO
XTI Aerospace



Brooke Turk
Chief Financial Officer
XTI Aerospace



Tobin Arthur
Chief Strategy Officer
XTI Aerospace



Michael Tapp
Chief Operating Officer
XTI Aerospace



Jeremy Schneiderman
CEO Drone Nerds



Steve Zohrabian
Executive Vice President,
XTI Aircraft



Dr. Alex Williams
Executive Vice President, XTI
Aerospace

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Transformation 2026

*Built On VTOL Expertise,
We Now Operate a Leading Drone Platform*

- Positioning between OEMs and customers provides leverage & data
- Flywheel between hardware and high-margin services revenue
- Proven **enterprise** platform positioned to consolidate and expand verticals, geographies and technologies
- Target **military** and federal government sales
- Disciplined cost structure and cash flow - covering current operating expenses



XTI
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**DRONE
NERDS**

Strategic Acquisition

Nov 2025

\$110M+

Revenue in 2024

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Drone Market Landscape



COMPONENT /
SUPPLY CHAIN

DRONE OEMS
& MANUFACTURING

ENTERPRISE SOLUTIONS
& SALES

AFTERMARKET
SUPPORT

DRONENERDS

Future Opportunities

DRONENERDS

Today

NDA / Blue Compliant

UNUSUAL

VECTORN

FLIR

TELEDYNE

FLIR

MODAL

ROBOTIC PERCEPTION

JOULE

ARC

Other U.S.-based Operations

TRIAD

RF SYSTEMS

SIERRA-OLYMPIA

TECHNOLOGIES INC.

MicroStrain

HBK

MECHANICAL ANALYSIS & DESIGN

NowAtel

MA

MAINTENANCE & REPAIR

dji

AV

AeroVironment

AUTEL

ROBOTICS

Parrot

EAGLENT

ANZU ROBOTICS

ASCENT

AEROSYSTEMS

QUANTUM

SYSTEMS

GHOSTROBOTICS

sentera

FREEFLY

ABZ INNOVATION

WE BUILD DRONES

ACSL

Sensify

CHASING

ideaForge

Cloud Machine

wingtra

VANTAGE ROBOTICS

DSLR Pres

DRONEFLY

VOLATUS DRONES

ARMUS

DRONEFLY

ARMUS

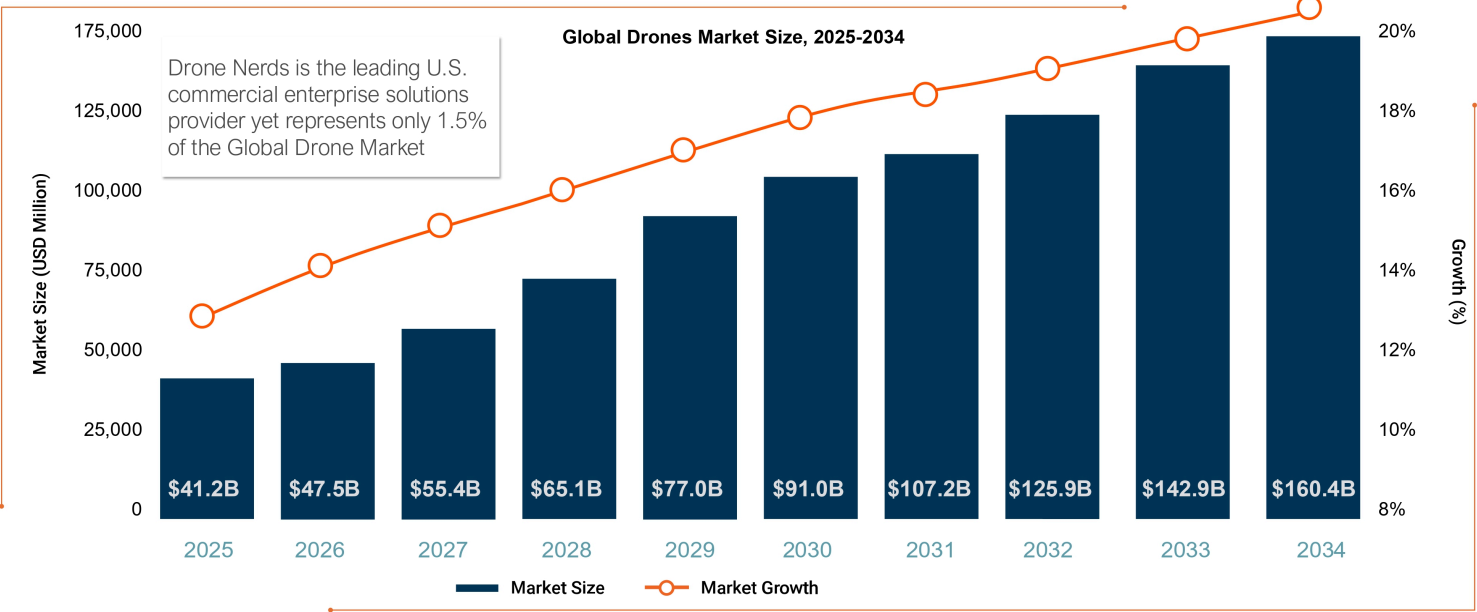
advexure

UNMANNED SYSTEMS & SOLUTIONS

Plus select OEM-specific
authorized repair stations

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Significant Growth Opportunity



The Market is Ripe



Fragmented Market

Disconnected solutions

Hardware, software, training, and support are fragmented across vendors, driving cost and complexity.

Regulatory disruption

FCC actions and NDAA restrictions are rapidly removing foreign-made drone options.

Lack of enterprise-scale options

Most OEM's cannot support multi-site, regulated, mission-critical operations.

Complete Solutions Provider

End-to-end Enterprise Solutions

Covering deployment, training, fleet management, and lifecycle support.

Regulatory tailwinds favor U.S. platforms

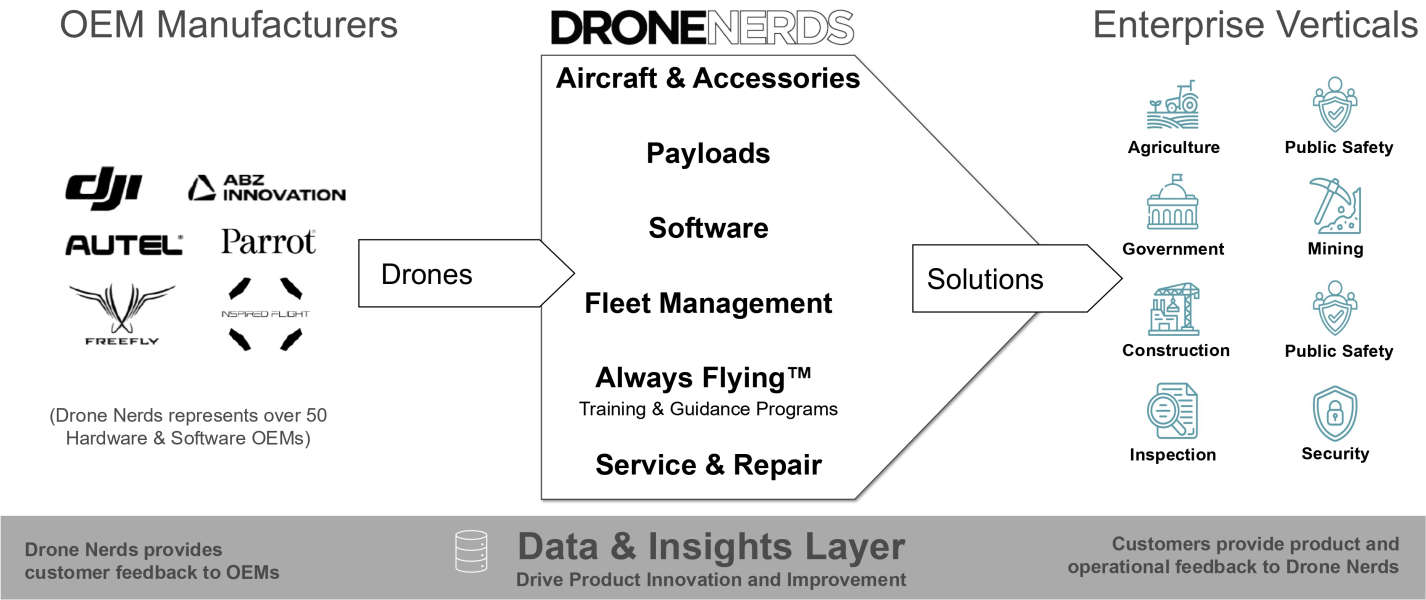
Secure, NDAA-compliant, domestic solutions are becoming mandatory.

Platform not product

Recurring services, real-world operational data, and deep customer integration.



Enterprise Business Model



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XTI[✈]aerospace

2026 Financial Highlights



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FY2026 Financial Summary



Financial Summary

- 30%+ Revenue growth rate expected
- Revenue per employee > \$1.2M
- Positive monthly cash flow achieved by EOY
- Capital raise other than acquisitions not anticipated

FY26 Revenue Plan

\$160M+

Avg Monthly Burn

(\$3.8M) to +\$1.9M

FY26 EOY Cash

> \$16M

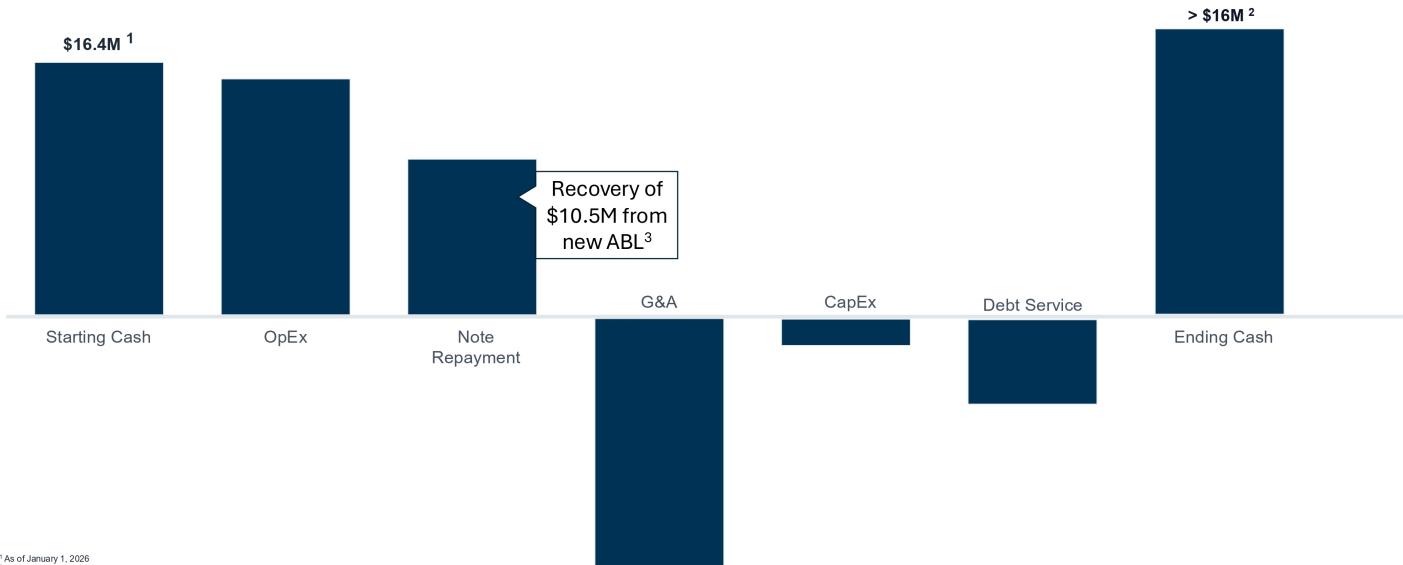
Headcount

129 to 135

Sources and Uses of Cash (FY26 Plan)



Disciplined cost structure and cash flow expected to cover current operating expenses



¹ As of January 1, 2026
² As of December 31, 2026
³ The Company has entered into a non-binding term sheet with a large U.S. financial institution with respect to a potential credit facility. The term sheet reflects preliminary terms and conditions only and does not constitute a commitment to provide financing. Any credit facility remains subject to, among other things, negotiation and execution of definitive documentation, completion of customary due diligence, receipt of required internal approvals, and satisfaction of customary closing conditions. There can be no assurance that a definitive credit agreement will be entered into or that the contemplated financing will be completed on the terms described, or at all.



XTIA Capitalization Table

As of February 1, 2026

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Total Common Shares Outstanding	34,508,796
UMAC Pre-Funded Warrant Shares ¹	15,307,735
Class B Units (Restricted) ²	6,524,576
Stock Options @ \$2.69 weighted average exercise price	17,445,746
Warrant Shares @ \$2.00 exercise price	23,572,300
Warrant Shares @ \$16.37 weighted average exercise price	1,641,117
Total Fully Diluted Shares Outstanding	99,000,270

¹The Pre-Funded Warrant issued to UMAC to purchase 15,307,735 shares of common stock has an exercise price of \$0.0001 per share and is immediately exercisable and may be exercised at any time until it is exercised in full, subject to beneficial ownership limitations.

²The Class B Units are exchangeable at any time after May 1, 2026 for shares of common stock on a one-for-one basis. In addition, on the date that is 15 months after November 10, 2025, all outstanding Class B Units will automatically be exchanged for shares of common stock on a one-for-one basis, subject to adjustments.

FY2026 Growth Plan



2026 Industry Growth forecast at ~15%



Holding market share creates ~50% of the planned growth



Additional growth from focus on:

Organic Growth



Product
Addition
& Mix



Key Vertical
Focus



Increased
Events &
Education



Expansion
of Digital
Presence



Sales Team
Expansion

M&A & Other Growth



Acquisitions,
JVs &
Partnerships

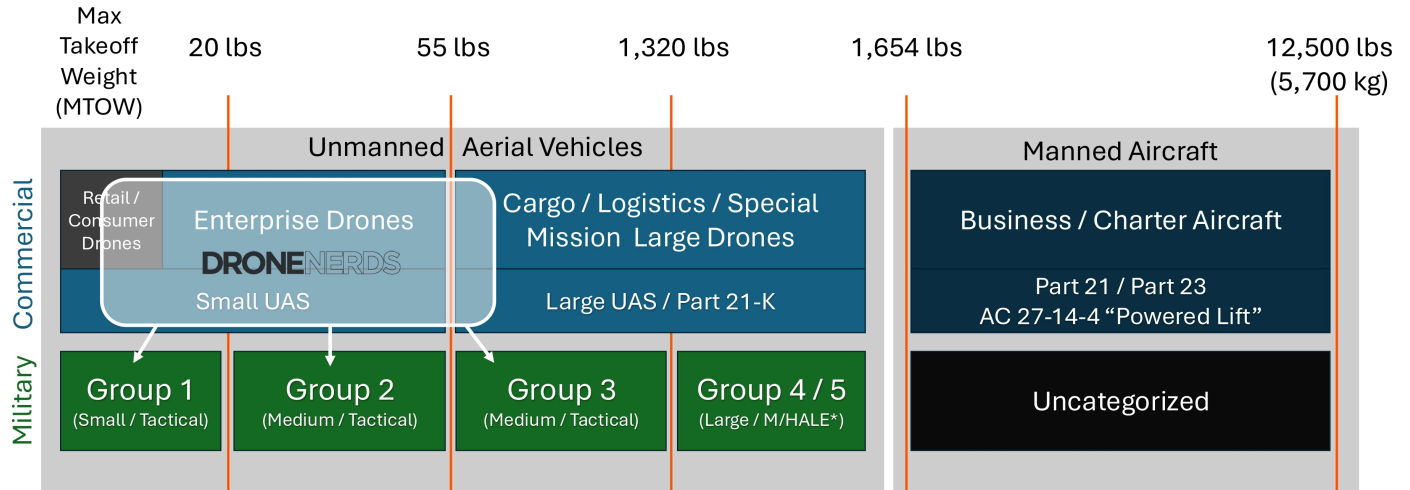


Services

Expansion into Military Market



*XTI is well positioned for adoption into military markets through
Commercial Off-the-Shelf (COTS) and unique missionization*



* MALE (Medium Altitude, Long Endurance) / HALE (High Altitude, Long Endurance)

De-Risk Scale & Lead



- Accelerating time-to-value...prioritizing near term drone opportunity
- Scale proven revenue model now, optionality on VTOL later
- Fast realignment of costs and revenues provides sustainability
- Platform positions XTI for significant organic and acquisitive growth
- Deep understanding of "commercial-off-the-shelf" (COTS) solutions positions us well for military expansion
- Future is unlimited – potential for participation in entire landscape

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DRONE
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Thank You

Check out the New XTI Aerospace Website!

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