

**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

XMAX Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-36259
(Commission
File Number)

90-0746568
(I.R.S. Employer
Identification No.)

6565 E. Washington Blvd., Commerce, CA 90040
(Address of Principal Executive Office) (Zip Code)

(323) 888-9999
(Registrant'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 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))

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.

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 \$0.001 per share | XWIN | Nasdaq Stock Market |

Item 1.01 Entry into a Material Definitive Agreement

On April 15, 2026, Xmax Beta Holdings Ltd. (the “**Company**”), a company incorporated in the Cayman Islands and an indirectly wholly owned subsidiary of XMax Inc. entered into a Subscription Agreement (the “**Agreement**”) with Preamble X Capital I, a series of Preamble X Capital LLC, a Delaware Limited Liability Company. Pursuant to the Agreement, the Company made additional subscription in an aggregate amount of US\$5,450,000 (the “**Subscription Amount**”), which increases the Company’s interest in Preamble X Capital I to more than 99.9%. Allocations Fund Administration, LLC is the administrative manager of Preamble X Capital I. The applicable management fee percentage for the Company is 0%. On April 15, 2026, the Company completed the subscription.

On April 17, 2026, Preamble X Capital I entered into a Subscription Agreement with a private investment fund (the “**Fund**”). Pursuant to the Agreement, Preamble X Capital I subscribed for approximately a 3.680% interest in the Fund for an aggregate amount of \$5,350,000 (the “**Transaction**”), which amount the Fund intends to invest and acquire beneficially 258,051 shares of Class A Common Stock of Space Exploration Technologies Corp., a Texas corporation (“**SpaceX**”). On April 20, 2026, Preamble X Capital I completed the Transaction.

The Agreement is filed as Exhibits 10.1 to this Current Report on Form 8-K. The foregoing summary of the terms of the Agreement is subject to, and qualified in its entirety by, the Agreement, which is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Please see the disclosure set forth under Item 1.01, which is incorporated by reference into this Item 2.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Exhibit Title or Description |
|--------------------|---|
| 10.1 | Subscription Agreement between Xmax Beta Holdings Ltd. and Preamble X Capital I, a series of Preamble X Capital LLC 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.

XMax Inc.

By: /s/ Xiaohua Lu
Xiaohua Lu
Chief Executive Officer

Date: April 21, 2026