As filed with the Securities and Exchange Commission on November 10, 2026

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

BTCS INC.
(Name of Subject Company (Issuer))

BTCS INC. (Offeror)
(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

Series V Preferred Stock, par value $0.001 per share
(Title of Class of Securities)

05581M503
(CUSIP Number of Class of Securities)

Charles Allen
Chief Executive Officer
303 W. Lancaster Ave #336
Wayne, PA 19087
(202) 430-6576
(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

With copies to:
Brian Bernstein, Esq.
Nason, Yeager, Gerson, Harris & Fumero, P.A.
3001 PGA Boulevard, Suite 305
Palm Beach Gardens, Florida 33410

Check the box if the filing relates solely to preliminary communications before the commencement of a tender offer. ☐

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- ☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

SCHEDULE TO
(Amendment No. 2)

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "SEC") on October 26, 2026, as amended by Amendment No. 1 filed on November 5, 2026 (together with any amendments and supplements thereto, the "Schedule TO"), by BTCS Inc., a Nevada corporation (the "Company"). The Schedule TO relates to the offer by the Company to purchase for cash shares of its Series V Preferred Stock, par value $0.001 per share (the "Series V Shares" or the "Shares"), having an aggregate purchase price of up to $500,000, at a price per Share not greater than $1.00 nor less than $0.04, net to the seller in cash, without interest and less any applicable withholding taxes, through a procedure commonly referred to as a "modified Dutch auction," upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 26, 2026 (as amended or supplemented from time to time, the "Offer to Purchase") and in the related Letter of Transmittal (as amended or supplemented from time to time, the "Letter of Transmittal"), copies of which were filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively (which together, as amended or supplemented from time to time, constitute the "Offer").

This Amendment is being filed (i) to report that the Company has waived the condition to the Offer described in Section 6 of the Offer to Purchase insofar as it relates to a decline of more than 10% in the market price of the Company's common stock, par value $0.001 per share (the "Common Stock"), as described below, and is proceeding with the Offer; (ii) to amend and supplement the Offer to Purchase in the respects set forth in the Supplement to the Offer to Purchase dated November 10, 2026 (the "Supplement"), a copy of which is filed as Exhibit (a)(1)(J) to this Amendment and is being disseminated to holders of Series V Shares; and (iii) to file as exhibits the press release issued by the Company on November 10, 2026 announcing the waiver and the Supplement, and the changes made on November 10, 2026 to the Questions and Answers About the Offer posted at www.btcs.com/seriesv-tender to reflect the Supplement. The amendments described in the Supplement were made in response to comments received from the staff of the SEC. The Supplement does not change the price range of the Offer, the aggregate purchase price of Shares the Company is offering to purchase, the Expiration Date or any other term of the Offer, and Shares that have been validly tendered and not withdrawn remain validly tendered.

Except as specifically provided in this Amendment, the information contained in the Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged, and this Amendment does not modify any of the information previously reported in the Schedule TO. The Offer remains scheduled to expire at 5:00 p.m., New York City time, on December 15, 2026, unless extended or earlier terminated. You should read this Amendment together with the Schedule TO, the Offer to Purchase, the Supplement and the Letter of Transmittal. Capitalized terms used but not defined in this Amendment have the meanings given to them in the Offer to Purchase.

Items 1 through 11.

The Offer to Purchase and Items 1 through 11 of the Schedule TO, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by the Supplement, which is incorporated herein by reference. Without limiting the foregoing:

- **Waiver of condition (Item 4(a)(1)(vii); Offer to Purchase, Section 6).** The third bullet point in Section 6 of the Offer to Purchase conditions the Offer on, among other events, there not having occurred "any decline of more than 10% in the market price of the Common Stock or in the Nasdaq Composite Index measured from the close of trading on October 23, 2026, the last trading day before commencement of the Offer." The closing price of the Common Stock on the Nasdaq Capital Market was $1.08 on October 23, 2026 and $0.965 on November 2, 2026, a decline of more than 10%. The Company has waived that condition, for the remainder of the Offer, insofar as it relates to the market price of the Common Stock, and is proceeding with the Offer on its existing terms. The condition remains in effect insofar as it relates to the Nasdaq Composite Index, and the other conditions described in Section 6 of the Offer to Purchase, as amended by the Supplement, remain in effect.

- **Maximum number of Shares (Item 4(a)(1)(i); Offer to Purchase, cover page, Summary Term Sheet and Section 1).** The Offer to Purchase is amended to state the maximum number of Shares that may be purchased in the Offer at the lowest and highest prices in the range, as set forth in Sections 1, 2 and 3 of the Supplement.

- **Lowest price and determination of the Purchase Price (Item 4(a)(1)(ii); Offer to Purchase, cover page, Summary Term Sheet and Section 1).** The Offer to Purchase is amended to add a statement on the cover page that the Purchase Price may be as low as $0.04 per Share and is set by the prices at which holders tender, a new question and answer in the Summary Term Sheet with examples of the Purchase Price and proration at $0.04, $0.20 and $1.00, and a restatement of the Board's reasons for the low and high ends of the price range, as set forth in Sections 1, 2 and 3 of the Supplement.

- **Market price of the Common Stock (Item 4(a)(1)(ii) and Item 1004(a)(1)(xii) of Regulation M-A; Offer to Purchase, cover page, Summary Term Sheet, Risk Factors and Section 7).** The Offer to Purchase is amended to update the comparison between the price range and the market price of the Common Stock, which has closed both above and below the maximum price in the range since the commencement of the Offer, as set forth in Sections 1, 2, 4 and 5 of the Supplement.

- **Forward-looking statements (Offer to Purchase, page 11).** The first sentence under the caption "Forward-Looking Statements" is replaced to remove the reference to Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as set forth in Section 6 of the Supplement.

- **Conditions of the Offer (Item 4(a)(1)(vii); Offer to Purchase, Section 6).** The introductory paragraph, the first bullet point and the fifth bullet point of Section 6 of the Offer to Purchase are revised so that each condition turns on an event that has in fact occurred and can be objectively determined, as set forth in Section 7 of the Supplement.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

Exhibit Number	Description
(a)(1)(J)	Supplement to the Offer to Purchase, dated November 10, 2026.
(a)(1)(K)	Changes to Questions and Answers About the Offer posted at www.btcs.com/seriesv-tender on November 10, 2026.
(a)(5)(iii)	Press Release, dated November 10, 2026.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

Dated: November 10, 2026

BTCS Inc.

By: */s/ Charles Allen*
Name: Charles Allen
Title: Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(A)*	Offer to Purchase, dated October 26, 2026.
(a)(1)(B)*	Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Form W-9).
(a)(1)(C)*	Form of Notice of Guaranteed Delivery.
(a)(1)(D)*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)*	Questions and Answers About the Offer, as posted at www.btcs.com/seriesv-tender on October 26, 2026.
(a)(1)(G)*	Postcard mailed to holders of Series V Preferred Stock on or about November 2, 2026.
(a)(1)(H)**	Questions and Answers About the Offer, as updated and posted at www.btcs.com/seriesv-tender as of November 4, 2026.
(a)(1)(I)**	Form of postcard to holders of Series V Preferred Stock, revised to include the CUSIP number of the Series V Preferred Stock.
(a)(1)(J)***	Supplement to the Offer to Purchase, dated November 10, 2026.
(a)(1)(K)***	Changes to Questions and Answers About the Offer posted at www.btcs.com/seriesv-tender on November 10, 2026.
(a)(2)-(4)	Not applicable
(a)(5)(i)*	Press Release, dated October 26, 2026.
(a)(5)(ii)**	Transcript of video, "BTCS Series V Preferred Stock Tender Offer," posted on the Company's YouTube channel and at www.btcs.com, together with the accompanying YouTube description and website text.
(a)(5)(iii)***	Press Release, dated November 10, 2026.
(b)	Not applicable
(d)*	Form of Consent, Waiver and Amendment Agreement, dated as of October 13, 2026, by and among BTCS Inc. and the holders of its Original Issue Discount Senior Secured Convertible Notes.
(g)	Not applicable
(h)	Not applicable
107*	Filing Fee Table.

* Previously filed with the Schedule TO on October 26, 2026.
** Previously filed with Amendment No. 1 to the Schedule TO on November 5, 2026.
*** Filed herewith.

Exhibit (a)(1)(J)

SUPPLEMENT TO THE OFFER TO PURCHASE FOR CASH
by
BTCS INC.
of
SHARES OF ITS SERIES V PREFERRED STOCK HAVING AN AGGREGATE PURCHASE PRICE OF UP TO $500,000
at a Purchase Price of Not Greater Than $1.00 Nor Less Than $0.04 per Share, Net to the Seller in Cash, Without Interest

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON DECEMBER 15, 2026, UNLESS THE OFFER IS EXTENDED OR EARLIER TERMINATED.

This Supplement, dated November 10, 2026 (this "Supplement"), amends and supplements the Offer to Purchase dated October 26, 2026 (the "Offer to Purchase") of BTCS Inc., a Nevada corporation ("BTCS," the "Company," "we," "us" or "our"), relating to our offer to purchase for cash shares of our Series V Preferred Stock, par value $0.001 per share (the "Series V Shares" or the "Shares"), having an aggregate purchase price of up to $500,000, at a price per Share of not greater than $1.00 nor less than $0.04, net to the seller in cash, without interest and less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, as amended and supplemented by this Supplement, and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

This Supplement should be read together with the Offer to Purchase and the Letter of Transmittal. Except as amended and supplemented by this Supplement, the terms and conditions of the Offer set forth in the Offer to Purchase and the Letter of Transmittal remain in effect. Capitalized terms used but not defined in this Supplement have the meanings given to them in the Offer to Purchase. If anything in this Supplement is inconsistent with the Offer to Purchase, this Supplement controls.

THIS SUPPLEMENT DOES NOT CHANGE THE PRICE RANGE OF THE OFFER, THE AGGREGATE PURCHASE PRICE OF SHARES WE ARE OFFERING TO PURCHASE, THE EXPIRATION DATE OR ANY OTHER TERM OF THE OFFER. IF YOU HAVE ALREADY TENDERED YOUR SHARES, YOU DO NOT NEED TO TAKE ANY ACTION. SHARES VALIDLY TENDERED AND NOT WITHDRAWN REMAIN VALIDLY TENDERED, AND YOU MAY WITHDRAW THEM AT ANY TIME BEFORE THE EXPIRATION DATE AS DESCRIBED IN SECTION 4 OF THE OFFER TO PURCHASE.

Why we are sending you this Supplement. We are sending this Supplement to (1) inform you that we have waived one of the conditions to the Offer, which relates to the market price of our common stock, par value $0.001 per share (the "Common Stock"), and are proceeding with the Offer; (2) add disclosure, in response to comments from the staff of the Securities and Exchange Commission (the "SEC"), that explains more fully that the Purchase Price may be as low as $0.04 per Share, how the Purchase Price is set, how many Shares we may purchase and how the Board set the price range; and (3) make certain other revisions to the Offer to Purchase described below.

Neither we, our Board of Directors, the Information Agent nor the Depositary makes any recommendation as to whether you should tender or refrain from tendering your Shares or as to the price at which you should tender. You must make your own decision after reading the Offer to Purchase, this Supplement and the Letter of Transmittal and consulting your own financial, tax and legal advisors.

Questions and requests for assistance or for additional copies of the Offer to Purchase, this Supplement, the Letter of Transmittal or other Offer documents may be directed to the Information Agent, InvestorCom LLC, toll-free at (877) 972-0090 or by email at proxy@investor-com.com. The Offer documents are also available free of charge at www.sec.gov and at www.btcs.com/seriesv-tender.

The date of this Supplement is November 10, 2026.

AMENDMENTS TO THE OFFER TO PURCHASE

The Offer to Purchase is amended and supplemented as follows. Page references are to the Offer to Purchase dated October 26, 2026.

1. Cover Page

(a) The following is added to the cover page of the Offer to Purchase, immediately following the third paragraph (which begins "The Offer is being conducted through a procedure commonly referred to as a 'modified Dutch auction'"):

THE PURCHASE PRICE MAY BE AS LOW AS $0.04 PER SHARE. If you tender "at the Purchase Price" rather than at a price you specify, your Shares will be treated as tendered at $0.04, the lowest price in the range, and you will receive the Purchase Price we determine, which may be as low as $0.04 per Share. The Purchase Price will be set by the prices at which holders choose to tender, not by the Company: it will be the lowest single price within the range at which we can purchase Shares having an aggregate purchase price of up to $500,000 (or all Shares tendered, if fewer). If you are not willing to sell your Shares for as little as $0.04 per Share, you should specify in your tender the lowest price at which you are willing to sell, or you should not tender. See "Summary Term Sheet" and Section 1.

(b) The following is added to the cover page of the Offer to Purchase, immediately following the statement in the first paragraph that we are offering to purchase Shares having an aggregate purchase price of up to $500,000:

> The number of Shares we will purchase depends on the Purchase Price. If the Purchase Price is $0.04, the lowest price in the range, we would purchase a maximum of 12,500,000 Shares, or approximately 79.8% of the 15,671,405 Shares outstanding, which is more than all of the 12,167,057 Shares held by holders other than our directors and executive officers, who have advised us that they will not tender. If the Purchase Price is $1.00, the highest price in the range, we would purchase a maximum of 500,000 Shares, or approximately 3.2% of the Shares outstanding. At any Purchase Price between $0.04 and $1.00, the maximum number of Shares we would purchase is $500,000 divided by the Purchase Price. We may also purchase up to an additional 2% of the outstanding Shares (approximately 313,428 Shares) without extending the Offer, as permitted by Rule 13e-4(f)(1)(ii) under the Exchange Act. See Section 1.

(c) The fifth paragraph of the cover page of the Offer to Purchase (which begins "The Series V Shares are not listed on any national securities exchange") is replaced in its entirety with the following:

> The Series V Shares are not listed on any national securities exchange or quoted on any automated quotation system, and there is no established public trading market for the Series V Shares. Accordingly, there is no market price against which the Purchase Price can be compared. The closing price of the Company's common stock, par value $0.001 per share (the "Common Stock"), on the Nasdaq Capital Market was $1.08 on October 23, 2026, the last full trading day before the commencement of the Offer. Since the commencement of the Offer the Common Stock has closed both above and below $1.00, the maximum price in the range; its closing price was $0.965 on November 2, 2026, $0.927 on November 6, 2026 and $0.9622 on November 9, 2026, and it may trade above or below the maximum price in the range during the remainder of the Offer. The market price of the Common Stock is relevant only because the Board has the authority, which it has not exercised and is contractually restricted from exercising while our senior secured convertible notes remain outstanding, to convert each Series V Share into one share of Common Stock. A Series V Share has no present right to convert into Common Stock, and the market price of the Common Stock is not a measure of the value of a Series V Share. The market price of the Common Stock has been volatile and may be higher or lower during and after the Offer. We urge holders to obtain current market quotations for the Common Stock before deciding whether to tender and at what price. See Section 7.

2. Summary Term Sheet

(a) The following new question and answer is added to the Summary Term Sheet on page 6 of the Offer to Purchase, immediately following the question "What is the Purchase Price and how is it determined?":

What is the lowest price I could receive, and how is the Purchase Price set?

The lowest price you could receive is $0.04 per Share. The highest is $1.00 per Share. The Purchase Price will be the lowest single price within that range at which we can purchase Shares having an aggregate purchase price of up to $500,000 or, if fewer Shares are tendered, all Shares tendered. We do not choose the Purchase Price; it is determined by the prices at which holders tender. All Shares we purchase will be purchased at the same Purchase Price, even Shares tendered at a lower price. Shares tendered at a price above the Purchase Price will not be purchased. If you tender "at the Purchase Price," your Shares are treated as tendered at $0.04 and will be purchased at whatever Purchase Price results, which may be $0.04.

The following examples show how the Purchase Price and proration would work at three prices within the range. They are hypothetical, use round numbers, assume no additional 2% purchase, and are not predictions of the Purchase Price or of the number of Shares that will be tendered.

Example 1: Purchase Price of $0.04. Assume that all tendering holders tender at $0.04 or "at the Purchase Price." The lowest price at which we can purchase all Shares tendered is $0.04, so the Purchase Price would be $0.04. Because the aggregate purchase price at $0.04 of every Share held by holders other than our directors and executive officers (12,167,057 Shares) is approximately $486,700, which is less than $500,000, every Share tendered would be purchased without proration. A holder who tendered 1,000 Shares would receive $40.

Example 2: Purchase Price of $0.20. Assume that Shares tendered at prices from $0.04 through $0.19 have an aggregate purchase price of less than $500,000, and that a total of 4,000,000 Shares are tendered at prices from $0.04 through $0.20. The lowest price at which we can purchase Shares having an aggregate purchase price of $500,000 is $0.20, so the Purchase Price would be $0.20, and we would purchase 2,500,000 Shares ($500,000 divided by $0.20). Because 4,000,000 Shares were tendered at or below $0.20, we would purchase approximately 62.5% of the Shares tendered by each holder who tendered at or below $0.20 (2,500,000 divided by 4,000,000), subject to adjustment to avoid fractional Shares, and return the rest. A holder who tendered 1,000 Shares at $0.10 would have approximately 625 Shares purchased at $0.20, receiving $125, and 375 Shares returned. A holder who tendered at $0.25 would have no Shares purchased and all Shares returned.

Example 3: Purchase Price of $1.00. Assume that a total of 400,000 Shares are tendered, some at $1.00 and the rest at lower prices. Because all 400,000 Shares can be purchased at $1.00 for $400,000, which is less than $500,000, the lowest price at which we can purchase all Shares tendered is $1.00, so the Purchase Price would be $1.00 and every Share tendered, including Shares tendered at $0.04, would be purchased at $1.00 without proration. If instead more than 500,000 Shares were tendered at prices up to and including $1.00, and Shares tendered at $0.99 or below had an aggregate purchase price of less than $500,000, the Purchase Price would be $1.00, we would purchase 500,000 Shares, and purchases would be prorated among all holders who tendered at or below $1.00.

See Section 1 and Section 5.

(b) The answer to the question "How many Shares will the Company purchase, and will there be proration?" on page 6 of the Offer to Purchase is amended by adding the following after the first sentence:

> The number of Shares we will purchase depends on the Purchase Price. At a Purchase Price of $0.04, we would purchase a maximum of 12,500,000 Shares (approximately 79.8% of the 15,671,405 Shares outstanding), which is more than all of the 12,167,057 Shares held by holders other than our directors and executive officers. At a Purchase Price of $1.00, we would purchase a maximum of 500,000 Shares (approximately 3.2% of the Shares outstanding). At any Purchase Price in between, the maximum number of Shares we would purchase is $500,000 divided by the Purchase Price.

(c) The last paragraph of the answer to the question "What is the Purchase Price and how is it determined?" on page 6 of the Offer to Purchase (which begins "There is no established trading market for the Series V Shares, so there is no market price") is replaced in its entirety with the following:

> There is no established trading market for the Series V Shares, so there is no market price with which the range or the Purchase Price can be compared. The Board has the authority, which it has not exercised, to convert each Series V Share into one share of our Common Stock, and is contractually restricted from doing so while any of the Company's senior secured convertible notes remain outstanding. The closing price of the Common Stock was $1.08 on October 23, 2026, the last full trading day before the commencement of the Offer; since then the Common Stock has closed both above and below $1.00, the maximum price in the range, and it may trade above or below the maximum price during the remainder of the Offer. A Series V Share has no present right to convert into Common Stock, and the market price of the Common Stock is not a measure of the value of a Series V Share. See "Risk Factors," Section 1, Section 2 and Section 7.

3. The Offer, Section 1. Number of Shares; Purchase Price; Priority of Purchases; Proration; Expiration Date

(a) The second paragraph of Section 1 of the Offer to Purchase (which begins "As of October 23, 2026, there were 15,671,405 Series V Shares outstanding") is amended by adding the following at the end:

> Accordingly, the maximum number of Shares we would purchase in the Offer is 12,500,000 Shares at a Purchase Price of $0.04 (approximately 79.8% of the Shares outstanding, and more than all of the Shares held by holders other than our directors and executive officers) and 500,000 Shares at a Purchase Price of $1.00 (approximately 3.2% of the Shares outstanding); at any Purchase Price in between, the maximum number of Shares we would purchase is $500,000 divided by the Purchase Price. In each case we may purchase up to an additional 2% of the outstanding Shares (approximately 313,428 Shares) as described below under "Priority of Purchases; Proration."

(b) The paragraph of Section 1 of the Offer to Purchase captioned "How the Board set the range" is amended by adding the following at the end:

> The low end of the range, $0.04, is the price at which the $500,000 aggregate limit would be sufficient to purchase every Share held by holders other than our directors and executive officers (12,167,057 Shares, at an aggregate purchase price of approximately $486,700), so that at that price no tendering holder would be prorated. The high end of the range, $1.00, was set just below $1.08, the closing price of the Common Stock on October 23, 2026, the last trading day before the Offer was commenced. The Series V Shares were distributed to holders of Common Stock on June 2, 2023 for no consideration, have never been sold by the Company for cash, and have not traded in any meaningful volume, so there is no price that holders paid the Company and no market price to which the Board could refer. Within the range, the Purchase Price is determined by the prices at which holders tender. The Board did not obtain any independent valuation or fairness opinion, and neither the range nor the Purchase Price ultimately determined represents the Board's or the Company's view of the fair value of a Series V Share.

4. Summary Term Sheet and Risk Factors

(a) The sentence in the answer to the question "Why is the Company making the Offer?" in the Summary Term Sheet of the Offer to Purchase that reads "Each Series V Share purchased in the Offer eliminates one potential share of Common Stock at a cash cost below the current market price of the Common Stock." is replaced with the following:

> Each Series V Share purchased in the Offer eliminates one potential share of Common Stock at a cash cost of not more than $1.00 per Share, which may be above or below the market price of the Common Stock at the time of purchase.

(b) The heading of the first risk factor under the caption "Risks Relating to Tendering Shares in the Offer" in the Risk Factors section on page 12 of the Offer to Purchase (which begins "The Purchase Price will be less than the current market price of the Common Stock") is replaced in its entirety with the following:

> The Purchase Price may be less than the market price of the Common Stock into which each Series V Share could be converted, and holders who tender will forgo any value from a future conversion if the Common Stock is then worth more than the Purchase Price.

(c) The second sentence of the risk factor captioned "The value of the Series V Shares depends on the value of the Common Stock, which is highly volatile." is amended by replacing the words "has traded between $0.96 and $4.34 over the past 52 weeks" with "traded between $0.83 and $3.63 during the 52 weeks ended November 9, 2026".

(d) The second sentence of the risk factor captioned "We may fail to maintain compliance with Nasdaq continued listing standards." (which reads "The Common Stock has recently traded near that level.") is replaced in its entirety with the following:

> Since the commencement of the Offer, the Common Stock has closed below $1.00, including at $0.927 on November 6, 2026 and $0.9622 on November 9, 2026.

5. The Offer, Section 7. Price Range of the Shares; Dividends

The second paragraph of Section 7 of the Offer to Purchase is amended by adding the following after the sentence that reads "On October 23, 2026, the last full trading day before the commencement of the Offer, the closing price of the Common Stock on Nasdaq was $1.08 per share.":

> Since the commencement of the Offer, the closing price of the Common Stock has been both above and below $1.00, the maximum price in the range. The closing price of the Common Stock on Nasdaq was $0.965 on November 2, 2026, $0.927 on November 6, 2026 and $0.9622 on November 9, 2026.

6. Forward-Looking Statements (page 11)

The first sentence of the section of the Offer to Purchase captioned "Forward-Looking Statements" on page 11 is replaced in its entirety with the following:

> This Offer to Purchase contains forward-looking statements. The safe harbor protections for forward-looking statements provided by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act") do not apply to statements made in connection with a tender offer, and the Company does not claim them.

The remainder of that section is unchanged.

7. The Offer, Section 6. Conditions of the Offer (pages 24 and 25)

(a) The introductory paragraph of Section 6 of the Offer to Purchase is amended by deleting the words "(or has been reasonably determined by us to have occurred)", so that the paragraph reads in its entirety as follows:

> Notwithstanding any other provision of the Offer, we will not be required to accept for payment, purchase or pay for any Shares tendered, and may terminate or amend the Offer or may postpone the acceptance for payment of, or the purchase of and the payment for, Shares tendered, subject to Rule 13e-4(f) under the Exchange Act, if at any time on or after the commencement of the Offer and before the Expiration Date any of the following events has occurred and, in our reasonable judgment, the occurrence of such event makes it inadvisable to proceed with the Offer or with acceptance for payment:

(b) The first bullet point of Section 6 of the Offer to Purchase is amended by deleting the word "threatened," and the words "or otherwise relates in any manner to the Offer," so that it reads in its entirety as follows:

> there has been instituted or is pending any action, suit or proceeding by any government or governmental, regulatory or administrative agency, authority or tribunal, or by any other person, domestic or foreign, before any court, authority, agency or tribunal that directly or indirectly (i) challenges the making of the Offer or the acquisition of some or all of the Shares in the Offer, or (ii) in our reasonable judgment could materially and adversely affect our business, condition (financial or otherwise), assets, income, operations or prospects, or otherwise materially impair the contemplated benefits of the Offer to us;

(c) The fifth bullet point of Section 6 of the Offer to Purchase is amended by deleting the words "or are threatened", so that it reads in its entirety as follows:

> any change or changes have occurred in our business, condition (financial or otherwise), assets, income, operations, prospects or stock ownership that, in our reasonable judgment, is or may be material and adverse to us, or we have become aware of any fact that, in our reasonable judgment, is or may be material and adverse with respect to the value of the Shares;

(d) Waiver of condition relating to the market price of the Common Stock. Clause (ii) of the third bullet point of Section 6 of the Offer to Purchase conditions the Offer on there not having occurred "any decline of more than 10% in the market price of the Common Stock or in the Nasdaq Composite Index measured from the close of trading on October 23, 2026, the last trading day before commencement of the Offer." The closing price of the Common Stock on the Nasdaq Capital Market was $1.08 on October 23, 2026 and $0.965 on November 2, 2026, a decline of more than 10%, and the Common Stock has closed below $0.972 (10% below $1.08) on other days since then. The Nasdaq Composite Index has not declined by more than 10% over the same period.

We have waived this condition, for the remainder of the Offer, insofar as it relates to the market price of the Common Stock, and we are proceeding with the Offer on its existing terms. The purpose of the Offer, as described in Section 2, is to provide holders of a security that has no trading market an opportunity to receive cash for their Shares at a price they choose and to reduce the number of Shares that could become Common Stock on any future conversion. A decline in the market price of the Common Stock does not affect either purpose or our ability to pay for the Shares. The condition remains in effect insofar as it relates to the Nasdaq Composite Index. Accordingly, clause (ii) of the third bullet point of Section 6 is amended to read in its entirety as follows:

> (ii) any decline of more than 10% in the Nasdaq Composite Index measured from the close of trading on October 23, 2026, the last trading day before commencement of the Offer;

All of the other conditions described in Section 6 of the Offer to Purchase, as amended by this Supplement, remain in effect, and we reserve the rights described in Section 6 and Section 13 of the Offer to Purchase with respect to them. The waiver described above does not affect your right to withdraw Shares you have tendered at any time before the Expiration Date.

8. Letter of Transmittal and Other Offer Documents

The Letter of Transmittal, the Notice of Guaranteed Delivery and the letters to brokers, dealers, commercial banks, trust companies and other nominees and to their clients are not changed by this Supplement. References in those documents to the Offer to Purchase are to the Offer to Purchase as amended and supplemented by this Supplement. If you have already tendered Shares, you do not need to take any action; your Shares remain validly tendered at the price you specified (or at $0.04 if you tendered at the Purchase Price) unless you withdraw them. If you have not tendered and wish to do so, follow the procedures in Section 3 of the Offer to Purchase and the Letter of Transmittal.

The Information Agent for the Offer is:
InvestorCom LLC
Toll-free: (877) 972-0090
Email: proxy@investor-com.com

November 10, 2026

Exhibit (a)(1)(K)

Changes to Questions and Answers About the Offer
posted at www.btcs.com/seriesv-tender on November 10, 2026

The Questions and Answers About the Offer posted at www.btcs.com/seriesv-tender, as filed as Exhibit (a)(1)(H) to Amendment No. 1 to the Schedule TO, were updated on November 10, 2026 as set out below to reflect the Supplement to the Offer to Purchase dated November 10, 2026 (the "Supplement"). The other questions and answers on the page are unchanged, except that references to the Offer to Purchase now read "the Offer to Purchase, as supplemented" and the answer to "Where can I get the documents or ask a question?" now lists the Supplement among the documents available.

How does the price compare with BTCS common stock?

Previous answer:

The range runs up to $1.00, which is below the recent market price of BTCS common stock, into which each Series V share could one day be converted on a one-for-one basis. There is no trading market for the Series V, so the range is intentionally wide and the price is set by what holders choose to tender at, not by BTCS. Whether and when any conversion happens is entirely at the discretion of the Board, is currently restricted by the Company's note agreements while those notes remain outstanding (they are scheduled to mature by July 21, 2027), and may never occur. You should not tender or refrain from tendering based on any assumption about a conversion. See "Risk Factors" in the Offer to Purchase.

Revised answer:

There is no trading market for the Series V, so there is no market price to compare the range to. The range is intentionally wide, and the price is set by what holders choose to tender at, not by BTCS. The top of the range, $1.00, was set just below $1.08, the closing price of BTCS common stock on October 23, 2026, the last trading day before the offer began, because each Series V share could one day be converted into one share of common stock. Since the offer began the common stock has closed both above and below $1.00, and it may do either while the offer is open, so check the current price before you decide. Whether and when any conversion happens is entirely at the discretion of the Board, is currently restricted by the Company's note agreements while those notes remain outstanding (they are scheduled to mature by July 21, 2027), and may never occur. A Series V share has no present right to convert, and the price of the common stock is not a measure of what a Series V share is worth. You should not tender or refrain from tendering based on any assumption about a conversion. See "Risk Factors" in the Offer to Purchase and the Supplement.

What is the lowest price I could receive?

New question and answer, added after "What does 'at the purchase price' mean?":

$0.04 per share, the bottom of the range. If you tender "at the purchase price" or name $0.04, and the other tendering holders do the same, the purchase price will be $0.04 and you will receive $0.04 per share. If you are not willing to sell for as little as $0.04, name the lowest price you will accept, or do not tender. The Supplement has worked examples of how the purchase price and proration come out at $0.04, $0.20 and $1.00.

Could BTCS buy every share tendered?

Previous answer:

Yes, at the minimum price. At $0.04, buying every Series V share held by holders other than the Company's directors and officers would cost about $487,000, less than the $500,000 cap, so at that price there would be no proration. At any purchase price of $0.05 or more, proration is possible if enough shares are tendered.

Revised answer:

Yes, at the minimum price. At $0.04, $500,000 would buy up to 12,500,000 shares, and buying every Series V share held by holders other than the Company's directors and officers (12,167,057 shares) would cost about $487,000, less than the $500,000 cap, so at that price there would be no proration. At $1.00, $500,000 buys 500,000 shares. At any purchase price of $0.05 or more, proration is possible if enough shares are tendered.

Can BTCS cancel the offer?

Previous answer:

BTCS may terminate the offer if any of the conditions described in Section 6 of the Offer to Purchase is not satisfied or waived, for example a legal action challenging the offer or a significant market disruption. The offer is not conditioned on any minimum number of shares being tendered or on financing. If BTCS terminates the offer, it will announce that publicly and promptly return all tendered shares. If the offer is not terminated, BTCS is required to purchase shares in accordance with the terms of the offer.

Revised answer:

BTCS may terminate the offer if any of the conditions described in Section 6 of the Offer to Purchase, as amended by the Supplement, is not satisfied or waived, for example a legal action challenging the offer or a significant market disruption. The offer is not conditioned on any minimum number of shares being tendered or on financing. One condition, that the price of BTCS common stock not fall more than 10% from its October 23, 2026 close of $1.08, was triggered when the common stock closed at $0.965 on November 2, 2026. On November 10, 2026 BTCS waived that condition as it relates to the price of the common stock and is proceeding with the offer on its existing terms; the other conditions remain in effect. If BTCS terminates the offer, it will announce that publicly and promptly return all tendered shares. If the offer is not terminated, BTCS is required to purchase shares in accordance with the terms of the offer.

Exhibit (a)(5)(iii)

BTCS Inc. Announces Waiver of Market Price Condition and Supplement to Offer to Purchase in Its Series V Preferred Stock Tender Offer

Price range of $0.04 to $1.00 per share, $500,000 aggregate limit and December 15, 2026 expiration are unchanged; holders who have already tendered need not take any action

WAYNE, Pa., Nov. 10, 2026 (GLOBE NEWSWIRE) — BTCS Inc. (NASDAQ: BTCS) ("BTCS" or the "Company"), short for Blockchain Technology Consensus Solutions, a company focused on decentralized finance operations and blockchain infrastructure, today announced that it has waived one of the conditions to its pending modified Dutch auction cash tender offer for shares of its Series V Preferred Stock (the "Series V Shares") and is proceeding with the offer, and that it has supplemented the Offer to Purchase dated October 26, 2026 to expand its disclosure. The price range of $0.04 to $1.00 per share, the aggregate purchase limit of $500,000 and the expiration of the offer at 5:00 p.m., New York City time, on December 15, 2026 are not changed.

Waiver of condition. The offer was conditioned on, among other things, there not having been a decline of more than 10% in the market price of the Company's common stock from its closing price of $1.08 on October 23, 2026, the last trading day before the offer began. The common stock closed at $0.965 on November 2, 2026, more than 10% below that price. The Company has waived that condition, for the remainder of the offer, insofar as it relates to the market price of the common stock, and is proceeding with the offer on its existing terms. The condition continues to apply to a decline of more than 10% in the Nasdaq Composite Index, and the other conditions described in the Offer to Purchase, as supplemented, remain in effect.

Supplement to the Offer to Purchase. The Company has also filed and is distributing to holders a Supplement to the Offer to Purchase that, in response to comments from the staff of the Securities and Exchange Commission, adds a prominent statement that the purchase price may be as low as $0.04 per share and is set by the prices at which holders tender, worked examples of how the purchase price and proration are determined, the maximum number of shares that may be purchased at the low and high ends of the range (12,500,000 shares at $0.04 and 500,000 shares at $1.00), a fuller statement of the reasons the Board of Directors set the low and high ends of the range, and an updated comparison to the market price of the common stock, which has closed both above and below $1.00 since the offer began. The Supplement also revises the forward-looking statements legend and certain conditions of the offer.

Holders who have already tendered Series V Shares do not need to take any action. Shares validly tendered and not withdrawn remain validly tendered and may be withdrawn at any time before the offer expires. Holders who have not tendered may do so as described in the Offer to Purchase and the Letter of Transmittal.

How the offer works. Holders may tender Series V Shares at a price they specify from $0.04 to $1.00 per share, in increments of $0.01, or elect to tender "at the purchase price," in which case their shares are treated as tendered at $0.04. When the offer expires, the Company will determine the lowest single price within the range that allows it to purchase shares having an aggregate purchase price of up to $500,000 (or all shares tendered, if fewer), and will pay that price for every share it purchases, including shares tendered at lower prices. Shares tendered above the purchase price will not be purchased. If the offer is oversubscribed at the purchase price, shares will be purchased on a pro rata basis. The Company's directors and executive officers have advised the Company that they will not tender.

No Recommendation

None of the Company, its Board of Directors, the information agent or the depositary makes any recommendation as to whether holders should tender or refrain from tendering Series V Shares, or as to the price at which holders may choose to tender. Holders must make their own decision after reading the Offer to Purchase, the Supplement and the Letter of Transmittal and consulting their own financial, tax and legal advisors.

Where to Find the Offer Documents

InvestorCom LLC is serving as information agent for the offer, and Equity Stock Transfer, LLC is serving as depositary. Questions and requests for copies of the Offer to Purchase, the Supplement, the Letter of Transmittal and other offer documents may be directed to InvestorCom toll-free at (877) 972-0090 or by email at proxy@investor-com.com. The offer documents are also available free of charge at www.sec.gov and at www.btcs.com/seriesv-tender.

Important Information

This press release is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any Series V Shares. The offer is being made only pursuant to the Offer to Purchase, the Supplement, the Letter of Transmittal and related materials that the Company has filed with the Securities and Exchange Commission as exhibits to a Tender Offer Statement on Schedule TO, as amended. Holders of Series V Shares are urged to read the Schedule TO, the Offer to Purchase, the Supplement, the Letter of Transmittal and the other offer documents carefully because they contain important information, including the terms and conditions of the offer. These documents are available free of charge at the SEC's website at www.sec.gov and from the information agent.

About BTCS Inc.

BTCS Inc. ("BTCS" or the "Company"), short for Blockchain Technology Consensus Solutions, is a Nasdaq-listed operating company that offers public-market access to the blockchain economy. Imperium, the Company's decentralized finance ("DeFi") business, deploys capital into on-chain liquidity markets, including automated market maker pools on Ethereum and Layer-2 networks, to generate recurring, high-margin revenue. Imperium draws on the protocol-level expertise of BTCS's Ethereum infrastructure operations, Builder+ (block building) and NodeOps (staking). BTCS funds its growth through the DeFi/TradFi Accretion Flywheel, an integrated approach to raising capital, accumulating digital assets and deploying them on chain. Learn more at www.btcs.com.

Forward-Looking Statements

This press release contains forward-looking statements, including statements regarding the timing, completion and effects of the offer, the purchase price that may result, the sources of funds for the offer, and whether, when and on what terms the Company may create liquidity for or convert the Series V Shares. These statements are based on current expectations and involve risks and uncertainties, including the conditions to the offer, the number of shares tendered and the prices at which they are tendered, the Company's financial condition and access to capital, the price of Ether and other digital assets, regulatory developments, and the other risks described in the Company's filings with the SEC, including its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Actual results may differ materially. The Company undertakes no obligation to update forward-looking statements except as required by law. The safe harbor provisions of the Private Securities Litigation Reform Act of 1995 do not apply to statements made in connection with a tender offer.

Contact

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