

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): August 22, 2025

**Hut 8 Corp.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-41864  
(Commission File Number)

92-2056803  
(IRS Employer Identification No.)

1101 Brickell Avenue, Suite 1500, Miami, Florida  
(Address of principal executive offices)

33131  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (305) 224 6427

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	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	HUT	The Nasdaq Stock Market LLC

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.**

*“At-the-Market” Equity Offering Program*

As previously disclosed, on December 4, 2024, Hut 8 Corp., a Delaware corporation (the “Company”) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated as of December 4, 2024 (the “Sales Agreement”) with each of Cantor Fitzgerald & Co., Keefe, Bruyette & Woods, Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Craig-Hallum Capital Group LLC, Maxim Group LLC, Needham & Company, LLC, Roth Capital Partners, LLC (the “U.S. Agents”) and Cantor Fitzgerald Canada Corporation, Stifel Nicolaus Canada Inc. and Canaccord Genuity Corp. (the “Canadian Agents”, and together with the U.S. Agents, the “Agents”), pursuant to which the Company may, from time to time at its option to or through any of the U.S. Agents, acting as agent and/or principal, offer and sell an indeterminate number of shares of its common stock, par value \$0.01 per share (the “Common Stock”).

On August 22, 2025, the Company filed a prospectus supplement (the “Prospectus Supplement”) with the Securities and Exchange Commission (the “SEC”) relating to the Company’s automatic shelf registration statement on Form S-3ASR (File No. 333-283579), filed with the SEC on December 4, 2024 (the “Registration Statement”), under which the Company may offer and sell Common Stock having an aggregate offering price of up to \$1,000,000,000 (the “Shares”) to or through the Agents pursuant to the Sales Agreement (the “Offering”). On December 4, 2024, we filed a prospectus supplement (the “2024 Prospectus Supplement”) with the SEC related to the Registration Statement to register shares of Common Stock having an aggregate offering price of up to \$500,000,000 (the “Prior Offering”). As of August 22, 2025, shares of Common Stock having an aggregate offering price of \$299,410,286.68 have been sold under the 2024 Prospectus Supplement. In connection with the Offering, the Prior Offering pursuant to the 2024 Prospectus Supplement is terminated as of August 22, 2025 and no additional shares of Common Stock will be offered or sold under the Sales Agreement pursuant to the 2024 Prospectus Supplement.

Sales of the Shares under the Sales Agreement may be made by any method that is deemed to be an “at the market” offering as defined in Rule 415(a) (4) under the Securities Act of 1933, or by any other method permitted by law. The Company may in the future make sales of the Shares under the Sales Agreement in Canada to or through the Canadian Agents, subject to certain terms and conditions set forth therein including the filing of a prospectus in each of the provinces and territories of Canada qualifying the Shares in “at-the-market” offerings under Canadian securities laws. Each Agent will make all sales using commercially reasonable efforts consistent with its normal trading and sales practices. The compensation payable to the Agents for sales of Shares pursuant to the Sales Agreement will be up to 3.0% of the gross proceeds for any Shares sold to or through them. The Sales Agreement may be terminated by the Company or the Agents in accordance with the terms therein.

The description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the Sales Agreement, which was previously filed as Exhibit 1.1 to the Company’s Current Report on Form 8-K, filed with the SEC on December 4, 2024, and incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

The legal opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the Shares is being filed as Exhibit 5.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
<a href="#">5.1</a>	<a href="#">Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP regarding the legality of the Shares.</a>
<a href="#">23.1</a>	<a href="#">Consent of Skadden, Arps, Slate, Meagher &amp; Flom LLP (included in Exhibit 5.1).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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.

**HUT 8 CORP.**

Date: August 22, 2025

By: /s/ Victor Semah

Name: Victor Semah

Title: Chief Legal Officer and Secretary

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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SINGAPORE  
TOKYO  
TORONTO

August 22, 2025

Hut 8 Corp.  
1101 Brickell Avenue, Suite 1500  
Miami, Florida 33131

Re: Hut 8 Corp. Common Stock At-the-Market Offering Program

Ladies and Gentlemen:

We have acted as special United States counsel to Hut 8 Corp., a Delaware corporation (the “Company”), in connection with the Company’s sale of up to \$1,000,000,000 aggregate offering price of shares (the “Shares”) of common stock of the Company, par value \$0.01 per share (“Common Stock”), pursuant to the Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated December 4, 2024, among Cantor Fitzgerald & Co., Keefe, Bruyette & Woods, Inc., The Benchmark Company, LLC, BTIG, LLC, Canaccord Genuity LLC, Craig-Hallum Capital Group LLC, Maxim Group LLC, Needham & Company, LLC, Roth Capital Partners, LLC, Cantor Fitzgerald Canada Corporation, Stifel Nicolaus Canada Inc. and Canaccord Genuity Corp., as agents, and the Company (the “Sales Agreement”).

This opinion letter is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-3ASR (File No. 333-283579) of the Company relating to the Shares and other securities of the Company filed on December 4, 2024 with the Securities and Exchange Commission (the “Commission”) under the Securities Act allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”), including the information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement being hereinafter referred to as the “Registration Statement”);

- (b) the prospectus, dated December 4, 2024 (the “Base Prospectus”), which forms a part of and is included in the Registration Statement;
- (c) the prospectus supplement, dated August 22, 2025 (together with the Base Prospectus, the “Prospectus”), relating to the offering of the Shares, in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;
- (d) an executed copy of the Sales Agreement;
- (e) an executed copy of a certificate of the Chief Legal Officer and Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);
- (f) a copy of the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), certified by the Secretary of State of the State of Delaware as of August 22, 2025, and certified pursuant to the Secretary’s Certificate;
- (g) a copy of the Company’s Amended and Restated Bylaws (the “Bylaws”), as in effect as of the date hereof, certified pursuant to the Secretary’s Certificate; and
- (h) a copy of the written consent of the Board of Directors of the Company, dated August 21, 2025, and certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary’s Certificate and the Certificate of Incorporation and the factual representations and warranties set forth in the Sales Agreement.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

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As used herein, “Organizational Documents” means those documents listed in paragraphs (f) and (g) above.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and when issued and sold in accordance with the Sales Agreement, will be validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per share.

In addition, in rendering the foregoing opinions we have assumed that:

(a) the Company’s issuance of the Shares does not and will not (i) except to the extent expressly stated in the opinion contained herein, violate any statute to which the Company or such issuance is subject, or (ii) constitute a violation of, or a breach under, or require the consent or approval of any other person under, any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Organizational Documents or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in the Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on March 3, 2025, although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such agreements or instruments), and we have further assumed that the Company will continue to have sufficient authorized shares of Common Stock; and

(b) the Company’s authorized capital stock is as set forth in the Certificate of Incorporation, and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations.

This opinion letter shall be interpreted in accordance with customary practice of United States lawyers who regularly give opinions in transactions of this type.

We hereby consent to the reference to our firm under the heading “Legal Matters” in the Prospectus. We also hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Company’s Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

*/s/ Skadden, Arps, Slate, Meagher & Flom LLP*

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