

# VISIUM TECHNOLOGIES ANNOUNCES CAPITAL OPTIMIZATION STRATEGY INCLUDING SERIES G GOVERNING PREFERRED DESIGNATION, SERIES D DEBT-FOR-EQUITY EXCHANGE, AND SERIES A & B REMEDIATION PLAN

*The company launches a comprehensive capital optimization initiative to strengthen its balance sheet, align shareholder interests, and simplify preferred equity*



FAIRFAX, VA, UNITED STATES, April 16, 2026 /EINPresswire.com/ -- [Visium Technologies, Inc.](https://www.visiumtechnologies.com/)

(OTC: VISM) (the "Company"), a Florida corporation, today announced that its Board of Directors, acting pursuant to Sections 607.0602, 607.1006, and 607.0821 of the Florida Business Corporation Act (the "FBCA"), has completed a multi-pronged recapitalization consisting of (i) the designation and issuance of Series G Governing Preferred Stock ranking senior to all outstanding Series A and Series B Preferred Stock and pari passu with Series AA Preferred Stock, (ii) the issuance of newly designated Series D Convertible Preferred Stock in exchange for the cancellation of outstanding indebtedness, and (iii) the adoption of a formal remediation plan governing the Company's legacy Series A and Series B Preferred Stock originally issued in 2015–2016.

As disclosed in the Company's Current Report(s) on Form 8-K filed today with the Securities and Exchange Commission:

**Series G Governing Preferred Stock.** The Series G Certificate of Designation (filed as Exhibit 3.1 to the Form 8-K) establishes 100 authorized shares of Series G Preferred Stock, par value \$0.001 per share. Four (4) shares were issued on April 12, 2026, to certain accredited investors who are existing Series AA Preferred holders and/or Company affiliates for nominal consideration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D. Series G ranks senior to Series A and Series B as to dividends, liquidation preference, redemption rights, and distributions of assets, and pari passu with Series AA Preferred Stock. Each Series G share carries 100,000 votes and, when aggregated with Series AA, the block holds

absolute majority voting control of the Company. Series G possesses veto rights such that any corporate action adversely affecting or benefiting Series A or B (including conversion, redemption, amendment, or any transaction that would benefit Series A/B holders to the detriment of Series G) taken without the prior written consent of the holders of a majority of the outstanding Series G shares is void ab initio (FBCA § 607.0602(4)). Series G is non-convertible and is redeemable by the Company at a fixed cash price per share plus accrued dividends upon any qualified transaction of \$10 million or more.

Series D Convertible Preferred Stock – Debt Exchange. On April 13, 2026, the Company issued shares of its newly designated Series D Convertible Preferred Stock, par value \$0.001 per share, to a group of accredited investors and certain officers and directors in exchange for the cancellation of outstanding indebtedness (excluding accrued interest on certain promissory notes and amounts due to affiliates and officers). The shares were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506 of Regulation D, and a schedule of the holders and exchanged amounts is attached as an exhibit to the Form 8-K. The Series D Certificate of Designation (filed as Exhibit 3.1) establishes a stated value, cumulative dividends payable in cash or in-kind, broad-based weighted-average anti-dilution protection with a pay-to-play provision, a fixed conversion price, general callability at a premium to stated value plus accrued dividends, and redemption upon any qualifying transaction of \$10 million or more. Series D ranks junior to Series AA and Series G Preferred Stock and senior to common stock, Series A, and Series B.

Remediation Plan for Legacy Series A and Series B Preferred Stock. The Board has implemented a 125-day voluntary redemption and exchange offer limited exclusively to Series A and Series B holders who produce the complete original 2015–2016 Private Placement Memorandum, executed subscription documents, and verified banking records proving full \$0.25 per-share payment (FBCA §§ 607.0602(1)–(3); ratification authority under FBCA § 607.0147). Qualifying Series A holders may elect (i) cash redemption at 25% of stated value or (ii) exchange for new unregistered shares of Common Stock per Series A share, while qualifying Series B holders may elect (i) cash redemption at stated value or (ii) exchange for new unregistered shares of Common Stock per Series B share; non-qualifying holders receive no consideration.

Accounting and Disclosure Treatment. The Board has determined, based on the long-passed mandatory conversion date in the operative Series A and B Certificates of Designation, the limited nature of the remediation offer, the seniority and veto rights of Series G, and the documented surrender mechanics, that the probability of any Series A or Series B conversion is reasonably remote within the meaning of ASC 260-10-45-25 and ASC 260-10-45-48, and accordingly these shares are excluded from the diluted EPS computation. The fully diluted impact of Series A and Series B remains unchanged from the Company's most recent Form 10-K and Form 10-Q, and neither Series G nor Series D has any dilutive effect on current reporting; immediate Form 8-K disclosure under Items 5.03, 3.02, and 8.01 is intended to satisfy Regulation S-K Item 701 with no restatement risk.

The Board expressly finds that these actions are in the best interests of the Corporation and all shareholders, fully satisfy the business judgment rule and the duties of care and loyalty under FBCA §§ 607.0830–0831, and constitute a good-faith remediation of legacy administrative deficiencies rather than any evasion of contractual rights. The Company intends to commence a declaratory judgment and quiet-title action in the Circuit Court of the Fifteenth Judicial Circuit in and for Palm Beach County, Florida (FBCA §§ 86.011, 65.021) seeking judicial confirmation of the validity and seniority of the Series G designation, the validity of the Series D issuance, and the ratification of only those Series A and B shareholders who produce the required original documentation.

The information in this press release is qualified in its entirety by the Company's Form 8-K(s) filed today, which are available on the SEC's EDGAR database at [www.sec.gov](http://www.sec.gov), and investors are urged to review the full disclosures and the Series G and Series D Certificates of Designation attached thereto.

About Visium Technologies, Inc. Visium Technologies, Inc. is a Florida corporation with principal executive offices at 4094 Majestic Lane, Suite 360, Fairfax, Virginia 22033, and the Company's common stock trades on the OTC Pink Market

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