Filed pursuant to Rule 424(b)(3)
Registration No. 333-299016

PROSPECTUS SUPPLEMENT NO. 1
(to Prospectus dated September 29, 2026)

Fold Holdings, Inc.

Up to 51,229,508 Shares of Common Stock

This prospectus supplement updates, amends and supplements the prospectus dated September 29, 2026 (as supplemented or amended from time to time, the "Prospectus"), which forms a part of our registration statement on Form S-1 (No. 333-299016). Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K filed with the Securities and Exchange Commission on October 26, 2026 (the "Current Report"). Accordingly, we have attached the Current Report to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

Our Common Stock and Warrants are listed on the Nasdaq Stock Market LLC under the symbols "FLD" and "FLDDW," respectively. The last reported sales price of our Common Stock and Warrants on the Nasdaq Stock Market LLC were $0.5153 per share of Common Stock and $0.05 per Warrant on October 23, 2026.

Investing in our securities involves a high degree of risk. See "*Risk Factors*" beginning on page 12 of the Prospectus and other risk factors contained in the documents incorporated by reference therein, to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 26, 2026.

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): October 22, 2026

Fold Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-41168**	**86-2170416**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2942 North 24th Street, Suite 115, #42035 Phoenix, Arizona	85016
(Address of principal executive offices)	(Zip Code)

(866) 365-3277
Registrant's telephone number, including area code

Not Applicable
(Former name or former address, if changed since last report)

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))

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 $0.0001 per share	FLD	Nasdaq Capital Market
Warrants, each whole warrant exercisable for one share of common stock at an exercise price of $11.50 per share	FLDDW	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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On October 22, 2026, Fold Holdings, Inc. (the "Company") held a Special Meeting of Stockholders, and the Company's stockholders of record were asked to consider and act upon two (2) proposals.

1. Proposal One – To consider and approve a proposed amendment to the Company's Certificate of Incorporation, as amended, to effect a reverse stock split of our issued and outstanding shares of Common Stock at a ratio between 1-for-2 and 1-for-50, with the final decision of whether to proceed with the Reverse Stock Split and the exact ratio and timing thereof to be determined by the Board, in its discretion, following stockholder approval:

For	Against	Abstentions
43,129,193	326,056	14,125

2. Proposal Two – To consider and approve a proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies or votes if there are not sufficient votes in favor of the Reverse Stock Split Proposal:

For	Against	Abstentions
43,091,819	367,736	9,819

Proposal One required the approval of two-thirds (66 and 2/3%) of the total voting power of the Company's outstanding shares in order to pass. That threshold was exceeded. Both Proposal One and Proposal Two were approved.

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.

FOLD HOLDINGS, INC.

By: */s/ Will Reeves*
Name: Will Reeves
Title: Chief Executive Officer

Dated: October 26, 2026