

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

FORM 8-K/A
Amendment No. 1

CURRENT REPORT Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 16, 2026

C1 Fund Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

333-283139
(Commission File Number)

99-4570832
(IRS Employer Identification No.)

228 Hamilton Avenue, Third Floor
Palo Alto, CA 94301
(Address of principal executive offices)

Registrant's telephone number, including area code: (650) 374-7800

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 exchange on which registered
Common Stock, par value \$0.00001	CFND	The New York Stock Exchange

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 (§ 240.12b2 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. Yes No

EXPLANATORY NOTE

This Current Report on Form 8-K/A (this “Report”) amends the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 20, 2026 (the “Original 8-K”) by C1 Fund Inc. (the “Company”) disclosing that on (i) March 16, 2026, the Audit Committee of the Board of Directors of the Company approved the dismissal of BDO USA P.C. (“BDO”) as the Company’s independent registered public accounting firm and (ii) on March 17, 2026, the Company engaged CBIZ CPAs P.C. (“CBIZ”) as the Company’s independent registered public accounting firm, as determined by the Company’s Audit Committee, which comprises all of the independent members of, and a majority of, the Company’s Board of Directors.

This Report is being filed to disclose that the Company has received a copy of BDO’s letter and the Company is filing a copy of this letter pursuant to Regulation S-K Item 304(a)(3).

Item 4.01. Changes in Registrant’s Certifying Accountant.

On March 24, 2026, the Company received a copy of a letter from BDO, stating whether it agrees or disagrees with the statements in the Company’s Original 8-K. A copy of this letter is filed herewith as Exhibit 16.1 to this Report.

As disclosed in the Original 8-K, the Company engaged CBIZ on March 17, 2026. The Company will work with CBIZ to complete its audit of the Company’s financial statements for the year ended December 31, 2025.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibits are being filed as part of this report.

<u>Exhibit Number</u>	<u>Description</u>
16.1	Letter from BDO dated March 24, 2026
104.1	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.

Dated: March 26, 2026

C1 Fund Inc.

By: /s/ David Hytha
David Hytha
Secretary, Treasurer and Chief Financial Officer



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www.bdo.com

200 Park Avenue, 38th Floor
New York, NY 10166

March 24, 2026

Securities and Exchange Commission
100 F Street N.E.
Washington, D.C. 20549

Ladies and Gentlemen:

BDO USA, PC (“BDO”) submits this letter regarding the Form 8-K filed on March 20, 2026, by C1 Fund Inc. (the “Company”)

Item 4.01 – (a) Dismissal of Independent Registered Public Accounting Firm

We have read section (a) of Item 4.01 of Form 8-K and agree with the Company’s statements in the **first** and **fourth** paragraphs.

We disagree with the Company’s description in the **second** and **third** paragraphs between BDO and the Company as follows:

- **Second paragraph (BDO report description).** We disagree with the Company’s descriptions in the second paragraph regarding “BDO’s report on the Company’s consolidated financial statements for the interim period from August 16, 2024, to June 30, 2025.” Specifically, BDO did not issue a report for the referenced period. Rather, BDO issued a report to the Company for its financial statements as of April 7, 2025 and for the period from August 16, 2024 (inception) to April 7, 2025, and these financial statements, and our report thereon, were not on a consolidated basis.
- **Third paragraph (disagreements and reportable events).** We disagree with the Company’s statements in the third paragraph stating that there were no “disagreements” as described in Item 304(a)(1)(iv) of Regulation S-K, or “reportable events,” as described in Item 304(a)(1)(v) of Regulation S-K. The paragraph omits reference to BDO’s communications to the Company regarding material weaknesses and related disagreements. Through BDO’s audit procedures, BDO identified and communicated to the Company material weaknesses that existed in the Company’s internal control over financial reporting as of December 31, 2025 related to the lack of sufficient personnel with an appropriate level of internal control and accounting knowledge, skills, training and experience commensurate with the Company’s financial reporting requirements and managing a closed-end investment company registered under the Investment Company Act of 1940, and the rules thereunder (the “40 Act”).

BDO USA refers to BDO USA, P.C., a Virginia professional corporation, also doing business in certain jurisdictions with an alternative identifying abbreviation, such as Corp. or P.S.C.

BDO USA, P.C. is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.



This material weakness contributed to additional material weaknesses in the Company's financial reporting processes, as management did not design and maintain effective controls over:

- (1) segregation of duties related to the Company's treasury process;
- (2) valuation policies and procedures to meet the Company's requirements under Rule 2a-5 of the 40 Act and with *FASB Accounting Standards Codification Topic 820, Fair Value Measurement* ("ASC 820");
- (3) the review of third-party valuations;
- (4) review and monitoring for compliance related to taxation for regulated investment companies (specifically Subchapter M of the Internal Revenue Code);
- (5) policies and procedures related to the accrual and approval of expenses; and
- (6) policies and procedures related to the review and approval of the financial statements and financial reporting package.

Given the above, we disagree that there are no reportable events or disagreements.

Very truly yours,

BDO USA, P.C.