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): **November 13, 2026**

Binah Capital Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-41991**	**88-3276689**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

80 State Street, Albany, NY 12207
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(212) 404-7002**

(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 Symbols**	**Name of Each Exchange on Which Registered**
Common Stock, par value $0.0001 per share	**BCG**	**The Nasdaq Stock Market LLC**
Warrants, each exercisable for one share of Common Stock at an exercise price of $11.50 per share	**BCGWW**	**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 2.02. Results of Operations and Financial Condition.

On November 13, 2026, Binah Capital Group, Inc. ("Binah") issued a press release announcing financial results for its third quarter ended September 30, 2026. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this current report on Form 8-K, including the press release attached as Exhibit 99.1 hereto, is being furnished, but shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by Binah, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated November 13, 2026
104	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: November 13, 2026

BINAH CAPITAL GROUP, INC.

By: /s/ Craig Gould
Name: Craig Gould
Title: Chief Executive Officer and Director

Exhibit 99.1

BINAH CAPITAL GROUP REPORTS RESULTS FOR THIRD QUARTER OF 2026

- Assets Under Management ("AuM") Increased 5.0% Year-over-Year to $31.4 Billion -

- Increased Net Income to $2.6 Million from net income of $1.8 million in the Prior Year Period -

- Increased EBITDA[*] to $4.7 Million from $2.7 Million in the Prior Year Period -

- Increased Total Revenue to $50.6 million from $46.2 million in prior year period -

New York – November 13, 2026 – Binah Capital Group, Inc. ("Binah", "Binah Capital" or the "Company") (NASDAQ: BCG; BCGWW), a leading financial services enterprise that owns and operates a network of industry-leading firms empowering independent financial advisors, today announced results for the third quarter and nine months ended September 30, 2026.

"Our third quarter results underscore Binah's momentum in accelerating its growth in wealth management by leveraging our differentiated platform," stated Craig Gould, Chief Executive Officer of Binah Capital. "Our continued progress this quarter is visible in the improved performance across all our key metrics on a year over year basis, particularly total revenue growth, higher net income and EBITDA and increased assets under management**.** We are very pleased with the solid operational resilience that our teams demonstrated as they effectively address customer needs, and we remain focused on taking advantage of additional opportunities to bolster our growth this year."

Third Quarter 2026 Key Highlights

- Total advisory and brokerage assets under management as of September 30, 2026, grew 5.0% year-over-year to $31.4 billion, compared to $29.9 billion in last year's third quarter.
- Total revenue was approximately $50.6 million, a 9.4% increase from $46.2 million in the same period in 2025.
- GAAP net income rose to $2.6 million, a 44.4% increase compared to GAAP net income of $1.8 million in the third quarter of 2025.
- Gross profit* was $10.0 million, an increase of 11.1% compared to $9.0 million in the prior-year period.
- GAAP diluted EPS was $0.13 compared to a GAAP net income per share of $0.08 in the prior year quarter, up 62.5%.
- EBITDA* of $4.7 million grew 74.1% as compared to EBITDA of $2.7 million in the prior year quarter, driven by the increase in GAAP net income.
- Adjusted EBITDA* of $4.9 million increased 69.0% compared to $2.9 million in the prior year quarter.

[*] ***Non-GAAP Financial Measures****. Gross profit is a non-GAAP financial measure defined as total revenue net of* commissions paid to financial advisors and registered representatives and other fees that generate the revenue.. *EBITDA and Adjusted EBITDA are non-GAAP financial measures defined as net income (loss) adjusted for depreciation expense, amortization expense, interest expense, share-based compensation and income tax. See the section captioned "Non-GAAP Financial Measures" below for a detailed description and reconciliation of such non-GAAP financial measures to their most directly comparable GAAP financial measures, as required by Regulation G.*

Liquidity and Capital

The Company had cash and cash equivalents of $13.2 million and outstanding long-term debt of $16.7 million as of September 30, 2026.

About Binah Capital Group

Binah Capital Group ("Binah Capital", "Binah" or the "Company,") is a financial services enterprise that owns and operates a network of industry-leading firms that empower independent financial advisors. Binah specializes in delivering value through its innovative hybrid-friendly model, making it an optimal platform for RIAs navigating today's complex financial landscape. Binah's portfolio companies are built to help advisors run, manage, and execute commission-based business seamlessly while providing best in class resources to support their advisory practice. We don't just offer tools—we cultivate partnerships. Binah Capital Group stands alongside RIAs as a trusted ally, delivering the structure, flexibility, and cutting-edge solutions they need to succeed in an increasingly competitive marketplace.

For more information, please visit: www.binahcap.com.

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Non-GAAP Financial Measures

EBITDA is a non-GAAP financial measure defined as net income plus interest expense, provision for income taxes, and depreciation and amortization. Adjusted EBITDA is defined as EBITDA, a non-GAAP measure, plus share-based compensation costs. The Company presents EBITDA and Adjusted EBITDA because management believes that it can be a useful financial metric in understanding the Company's earnings from operations. EBITDA and Adjusted EBITDA are not measures of the Company's financial performance under GAAP and should not be considered as an alternative to net income or any other performance measure derived in accordance with GAAP. Additionally, Adjusted EBITDA is used in connection with the Company's credit agreements, specifically in the calculation of financial-related covenants.

Gross profit is a non-GAAP financial measure defined as total revenue less commissions paid to financial advisors and registered representatives and other fees that generate the revenue. We consider our gross profit amounts to be non-GAAP financial measures that may not be comparable to those of others in our industry. We believe that gross profit amounts can provide investors with useful insight into our core operating performance before other costs that are general and administrative in nature.

A reconciliation of our non-GAAP financial measures to their most directly comparable GAAP financial measures appears below in the footnotes to the table of our key operating, business and financial metrics.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended that are intended to be subject to the "safe harbor" created by those sections and other applicable laws. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors that could cause actual results to differ materially from such statements, many of which are outside the control of Binah. Forward-looking statements include, but are not limited to statements regarding: Binah's financial and operational outlook; Binah's operational and financial strategies, including planned growth initiatives and the benefits thereof, Binah's ability to successfully effect those strategies, and the expected results therefrom. These forward-looking statements generally are identified by the words "believe," "project," "estimate," "expect," "intend," "anticipate," "goals," "prospects," "will," "would," "will continue," "will likely result," and similar expressions (including the negative versions of such words or expressions).

While Binah believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. The factors that could cause results to differ materially from those indicated by such forward-looking statements include, but are not limited to: our ability to comply with supervisory and regulatory compliance obligations, the risk we may be held liable for misconduct by our advisors; poor performance of our investment products and services; our ability to effectively maintain and enhance our brand and reputation; our ability to expand and retain our customer base; our future capital requirements and sources and uses of cash; the risk that an increase in government regulation of the industries and markets in which we operate could negatively impact our business; the impact of worldwide and regional political, military or economic conditions, including declines in foreign currencies in relation to the value of the U.S. dollar, hyperinflation, devaluation and significant political or civil disturbances in international markets; and the effectiveness of Binah's control environment, including the identification of control deficiencies.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties set forth in documents filed by Binah with the U.S. Securities and Exchange Commission from time to time, including the Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and subsequent periodic reports. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Binah cautions you not to place undue reliance on the forward-looking statements contained in this press release. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Binah assumes no obligation and, except as required by law, does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Binah does not give any assurance that it will achieve its expectations.

BINAH CAPITAL GROUP, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
SEPTEMBER 30, 2026 AND DECEMBER 31, 2025
(in thousands, except per share amounts)

	Unaudited September 30, 2026	December 31, 2025
ASSETS		
Assets:		
Cash, cash equivalents and restricted cash	$ 13,242	$ 10,716
Receivables, net:		
Commission receivable	11,001	10,441
Due from clearing broker	637	707
Other	1,177	1,261
Property and equipment, net	242	342
Right of use assets	3,125	3,097
Intangible assets, net	408	671
Goodwill	39,839	39,839
Other assets	3,459	3,141
TOTAL ASSETS	$ 73,130	$ 70,215
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Accounts payable, accrued expenses and other liabilities	$ 11,473	$ 13,103
Commissions payable	13,377	12,632
Operating lease liabilities	3,237	3,221
Notes payable, net of unamortized debt issuance costs of $480 and $590 as of September 30, 2026 and December 31, 2025, respectively	16,267	17,679
Promissory notes-affiliates	5,313	5,313
TOTAL LIABILITIES	49,667	51,948
Mezzanine Equity:		
Redeemable Series A Convertible Preferred Stock, par value $0.0001, 2,000,000 shares authorized, 1,681,000 and 1,626,000 shares outstanding at September 30, 2026 and December 31, 2025, respectively	16,229	15,668
Stockholders' Equity:		
Series B Convertible Preferred Stock, par value $0.0001, 500,000 shares authorized, 150,000 shares outstanding at September 30, 2026 and December 31, 2025	1,500	1,500
Common stock, $0.0001 par value, 55,000,000 authorized, 17,060,131 and 16,716,000 issued and outstanding at September 30, 2026 and December 31, 2025, respectively	—	—
Additional paid-in-capital	23,221	23,709
Accumulated deficit	(17,612)	(22,496)
Accumulated other comprehensive income (loss)	125	(114)
Total Stockholders' Equity and Mezzanine Equity	23,463	18,267
TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY	$ 73,130	$ 70,215

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BINAH CAPITAL GROUP, INC .
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025
(in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenues:				
Revenue from Contracts with Customers:				
Commissions	$ 41,259	$ 37,370	$ 119,074	$ 112,506
Advisory fees	8,145	7,407	22,805	20,948
Total Revenue from Contracts with Customers	49,404	44,777	141,879	133,454
Interest and other income	1,157	1,421	3,899	3,178
Total revenues	50,561	46,198	145,778	136,632
Expenses:				
Commissions and fees	40,567	37,202	115,736	110,240
Employee compensation and benefits	4,728	4,679	14,369	13,956
Rent and occupancy	291	286	841	857
Professional fees	138	558	1,118	1,807
Technology fees	776	751	2,370	2,194
Interest	507	534	1,542	1,643
Depreciation and amortization	187	167	457	537
Other	(679)	71	2,218	2,551
Total expenses	46,515	44,248	138,651	133,785
Income before provision for income taxes	4,046	1,950	7,127	2,847
Provision for income taxes	1,400	190	2,242	706
Net income	$ 2,646	$ 1,760	$ 4,885	$ 2,141
Net income per share basic	$ 0.13	$ 0.08	$ 0.22	$ 0.06
Net income per share diluted	$ 0.13	$ 0.08	$ 0.22	$ 0.06
Weighted average shares outstanding: basic	17,060	16,709	16,875	16,638
Weighted average shares outstanding: diluted	17,060	16,720	16,875	16,921

Non-GAAP Financial Measures: Binah Capital Group Reconciliation of GAAP revenue to gross profit and GAAP net income to EBITDA and Adjusted EBITDA

Gross profit and EBITDA are non-GAAP financial measures. Gross profit is a non-GAAP financial measure defined as total revenue net of commissions paid to financial advisors and registered representatives and other fees that generate the revenue.. EDITDA is defined as net income plus interest expense, provision for income taxes, and depreciation and amortization. Adjusted EBITDA is defined as EBITDA, a non-GAAP measure, plus share-based compensation costs. The Company presents Gross Profit, EBITDA and Adjusted EBITDA because management believes that it can be a useful financial metric in understanding the Company's total revenue and earnings from operations, respectively. Gross Profit, EBITDA and Adjusted EBITDA are not measures of the Company's financial performance under GAAP and should not be considered as an alternative to total revenues, net income or any other performance measure derived in accordance with GAAP. Additionally, Adjusted EBITDA is used in connection with the Company's credit agreements, specifically in the calculation of financial-related covenants.

A reconciliation of our non-GAAP financial measures to their most directly comparable GAAP financial measures appears below in the footnotes to the table of our key operating, business and financial metrics.

	For the three months ended September 30,		For the nine months ended September 30,	
EBITDA Reconciliation	**2026**	**2025**	**2026**	**2025**
Net income	$ 2.6	$ 1.8	$ 4.9	$ 2.1
Interest expense	0.5	0.5	1.5	1.6
Provision for income taxes	1.4	0.2	2.2	0.8
Depreciation and amortization	0.2	0.2	0.5	0.5
EBITDA	4.7	2.7	9.1	5.0
Share-based compensation	0.2	0.2	0.7	0.6
Adjusted EBITDA	$ 4.9	$ 2.9	$ 9.8	$ 5.6

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