

**PROSPECTUS SUPPLEMENT DATED August 10, 2026
TO THE PROSPECTUS DATED JANUARY 20, 2026**

**20,100,833 Shares of Common Stock
18,071,500 Shares of Common Stock Issuable Upon Conversion of the Convertible Notes
12,852,500 Shares of Common Stock Issuable Upon Exercise of the Warrants**

ProCap Financial, Inc.

This prospectus supplement updates and supplements the information contained in the prospectus dated January 20, 2026 (as may be supplemented or amended from time to time, the “Prospectus”), which forms part of our registration statement on Form S-1 (File No. 333-292590) with the information contained in our Annual Report on Form 10-Q that was filed with the Securities and Exchange Commission on May 14, 2026 (the “Annual Report”). Accordingly, we have attached the Annual Report to this prospectus supplement.

The Prospectus and this prospectus supplement relates to 51,024,833 shares of our common stock, par value \$0.001 per share (“Common Stock”), which consists of (i) the resale of up to 20,100,833 shares of our Common Stock by certain of the selling securityholders named in this prospectus (each a “Selling Securityholder” and, collectively, the “Selling Securityholders”), (ii) the resale of up to 18,071,500 shares of Common Stock issuable upon conversion of the Convertible Notes (as defined below) by the Selling Securityholders, and (iii) the issuance by the Company of up to 12,852,500 shares of Common Stock that are issuable upon the exercise of 12,852,500 warrants, including 12,500,000 public warrants (the “Public Warrants”) and 352,500 private warrants (the “Private Warrants” and together with the Public Warrants, the “Warrants”).

You should read this prospectus supplement in conjunction with the Prospectus. This prospectus supplement is qualified by reference to the Prospectus except to the extent that the information in this prospectus supplement supersedes the information contained in the Prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus. 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. Terms used in this prospectus supplement but not defined herein shall have the meanings given to such terms in the Prospectus.

Our Common Stock is listed on the Nasdaq Global Market under the symbol “BRR” and our Warrants are listed on the Nasdaq Capital Market under the symbol “BRRWW.” On March 3, 2026, the closing price of our Common Stock was \$2.95 and the closing price for our Warrants was \$0.4631.

We are an “emerging growth company” as defined under U.S. federal securities laws and, as such, have elected to comply with reduced public company reporting requirements. This prospectus complies with the requirements that apply to an issuer that is an emerging growth company.

Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described in the section titled “Risk Factors” beginning on page 6 of the Prospectus, and under similar headings in any amendments or supplements to the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or passed upon the accuracy or adequacy of the prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is August 10, 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): July 15, 2026

ProCap Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-42995

(Commission
File Number)

39-2767031

(IRS Employer
Identification No.)

600 Lexington Avenue, Floor 2, New York, NY 10022
(Address of principal executive offices) (Zip Code)

(305) 938-0912

(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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BRR	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one share of Common Stock at an exercise price of \$11.50 per share	BRRWW	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On July 15, 2026 (the “Effective Date”), the Board of Directors (the “Board”) of ProCap Financial, Inc. (the “Company”) elected Benjamin Buchanan (“Buchanan”) as an independent director of the Company, effective as of the Effective Date. He is 40 years old.

Since January 2025, Mr. Buchanan has served as the Chief Executive Officer of All Current, a provider of electrical solutions. From September 2019 to July 2022, Mr. Buchanan served as Chief Financial Officer for LindFast Solutions Group, the leading master distributor of fasteners in North America. Mr. Buchanan then served as Executive Vice President and Chief Operating Officer of LindFast Solutions Group from July 2022 to October 2024. Prior to his time at LindFast Solutions Group, Mr. Buchanan served as the Chief Financial Officer of US Greenfiber, a cellulose insulation manufacturer, from July 2018 to August 2019. Additionally, Mr. Buchanan has served on the board of directors of Argus Monitoring Solutions since February 2022. Mr. Buchanan earned a degree in Economics from Samford University and an MBA from the University of Kentucky. We believe Mr. Buchanan is well qualified to serve as a member of our board of directors due to his extensive strategic, operational and broad business experience.

The Board has determined that Buchanan satisfies the independence standards set forth in Nasdaq Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

Buchanan has been appointed to serve on the following committees of the Board: the Audit Committee, Compensation Committee, and Nomination and Governance Committee. Buchanan’s appointment to the Audit Committee restores the Audit Committee to three members and brings the Company into compliance with the requirements of Nasdaq Listing Rule 5605(c)(2)(A). Buchanan’s appointment also restores a majority of independent directors on the Board, bringing the Company into compliance with the requirements of Nasdaq Listing Rule 5605(b).

There are no arrangements or understandings between Buchanan and any other persons pursuant to which Buchanan was selected as a director. There are no family relationships between Buchanan and any director or executive officer of the Company. There are no transactions in which Buchanan has an interest requiring disclosure under Item 404(a) of Regulation S-K (17 CFR 229.404(a)).

Buchanan will participate in the Company’s standard non-employee director compensation program, the terms of which were previously disclosed in the Company’s most recent proxy statement filed with the SEC on March 2, 2026. Mr. Buchanan’s compensation will be prorated to reflect the commencement date of his Board service.

Item 9.01 Financial Statements and Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K.

(d) Exhibits.

Exhibit No.	Description
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.

ProCap Financial, Inc.

Date: July 16, 2026

By: /s/ Kyle Wood

Name: Kyle Wood

Title: Chief Legal Officer
