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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2026

Commission File Number: 001-41872

DDC Enterprise Limited

368 9th Ave., New York, NY 10001 USA
+ 852-2803-0688

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Information Contained in this Form 6-K Report

When used in this Form 6-K (this "Report"), unless otherwise indicated, the terms, "DDC," "Company," and "we" refer to DDC Enterprise Limited.

As of the date hereof, there are 28,723,005 Class A ordinary shares issued and outstanding.

Entry into Material Definitive Agreements

In January 2026, our Founder, Chairwoman and CEO Norma Chu announced in her letter to shareholders that DDC is introducing a Preferred Share Issuance program. It enables DDC to allocate capital when conditions are most favorable, minimize dilution to Class A ordinary shareholders, and preserve operating liquidity. The structure reinforces DDC's ability to act from a position of strength—without overextending resources. On December 30, 2025, we entered into a Senior Convertible Preferred Shares Subscription Agreement (the "Subscription Agreement") with Satoshi Strategic Investments Limited (the "Purchaser"). Under the Subscription Agreement, and as part of a refinancing initiative, the Company agreed to issue and sell to the Purchaser 16,000,000 newly issued senior convertible preferred shares (the "Preferred Shares") for an aggregate subscription amount of \$32,800,000, in support of DDC's ongoing Bitcoin treasury strategy.

For this issuance, each Preferred Share will accrue dividends at a rate of 4.5% per annum on its stated value, payable in accordance with the terms of the Subscription Agreement. Each Preferred Share is convertible at the holder's option into fully paid Class A ordinary shares of the Company at an initial conversion price equal to 150% of the volume-weighted average price ("VWAP") of the Class A ordinary shares on the NYSE American for the five consecutive trading days immediately preceding the closing date. The conversion price is subject to anti-dilution adjustments for events such as stock splits, dividends, mergers, or certain issuances.

The closing of the sale and purchase of the Preferred Shares is subject to customary conditions, including the accuracy of each party's representations and warranties, the performance of covenants and obligations, the delivery of specified documents no occurrence of a Company material adverse effect since the agreement date, and the receipt of necessary approvals, including from the NYSE American and any required governmental or third-party consents.

The Parties will also execute a Registration Rights Agreement (the "Registration Rights Agreement") to register the Class A ordinary shares issuable upon conversion of the Preferred Shares.

The Preferred Shares are not, and, subject to the terms of the Registration Rights Agreement, will not be, registered under the United States Securities Act of 1933 (the "Securities Act"), and are being offered and sold pursuant to an exemption from the registration requirements of Section 5 of the Securities Act contained in Section 4(a)(2) thereof and/or Regulation D thereunder.

Safe Harbor Statements

This filing contains forward-looking statements. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "in the process of," "will," "expects," "anticipates," "aims," "future," "intends," "plans," "believes," "estimates," "confident," "potential," "continue" or other similar expressions. Among other things, closing of the sale and purchase of the shares pursuant to the Subscription Agreement are forward-looking statements. DDC may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the "SEC"), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including but not limited to statements about DDC's beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: DDC's Bitcoin strategy; performance of any joint ventures; DDC's growth strategies; its future business development, results of operations and financial condition; its ability to understand buyer needs and provide products and services to attract and retain buyers; its ability to maintain and enhance the recognition and reputation of its brand; its ability to rely on merchants and third-party logistics service providers to provide delivery services to buyers; its ability to maintain and improve quality control policies and measures; its ability to establish and maintain relationships with merchants; trends and competition in China's e-commerce market; changes in its revenues and certain cost or expense items; the expected growth of China's e-commerce market; PRC governmental policies and regulations relating to DDC's industry, and general economic and business conditions globally and in China and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in DDC's filings with the SEC. All information provided in this report and in the attachments is as of the date of this report, and DDC undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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, thereunto duly authorized.

DDC Enterprise Limited

Date: February 6, 2026

By: /s/ Norma Ka Yin Chu

Name: Norma Ka Yin Chu

Title: Chief Executive Officer
