

PROSPECTUS



Quantum Corporation

Up to 18,207,453 Shares of Common Stock

This prospectus relates to the resale from time to time by Dialectic Technology SPV LLC, a Delaware limited liability company (the “Selling Stockholder”), of up to 18,207,453 shares of our common stock, \$0.01 par value per share, which is the maximum number of shares issuable based on an assumed conversion price of \$4.00 per share of common stock underlying our 10.00% PIK Senior Secured Convertible Notes due 2028 (the “Convertible Notes”). The Convertible Notes were issued to the Selling Stockholder in exchange for the amounts then outstanding and owing by us to the Selling Stockholder under certain term loans held by the Selling Stockholder. See the section entitled “The Transaction” for a description of the Convertible Notes and the section entitled “Selling Stockholder” for additional information about the Selling Stockholder.

Our registration of the shares of our common stock covered by this prospectus does not mean the Selling Stockholder will offer or sell any of the shares of our common stock. If the Convertible Notes are converted, in full or in part, the Selling Stockholder may offer, sell, or distribute all or a portion of its shares of common stock publicly or through private transactions at prevailing market prices or at negotiated prices. We will not receive any proceeds from any sale of shares of common stock by the Selling Stockholder pursuant to this prospectus and any prospectus supplement. The resale of our common stock being offered by the Selling Stockholder pursuant to this prospectus, or the perception that these sales could occur, could result in a decline in the public trading price of our common stock. We provide more information about how the Selling Stockholder may sell or otherwise dispose of the shares of our common stock in the section entitled “Plan of Distribution.” We will bear all costs, expenses, and fees in connection with the registration of the shares of common stock offered hereby. The Selling Stockholder will bear all commissions and discounts attributable to its sales of the shares of common stock offered hereby.

Our shares of common stock are listed on the Nasdaq Global Market under the symbol “QMCO.” On February 23, 2026, the closing price of our common stock was \$5.25 per share.

We are a “smaller reporting company” under the federal securities laws and are subject to reduced disclosure and public reporting requirements. See “Prospectus Summary—Smaller Reporting Company.”

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 this prospectus. Any representation to the contrary is a criminal offense.

Investing in our common stock involves a high degree of risk. See the sections entitled “[Risk Factors](#)” on page 6 and in the documents incorporated by reference in this prospectus. You should carefully consider these risk factors, as well as the other information contained or incorporated by reference in this prospectus, before you invest.

The date of this prospectus is February 23, 2026.

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Neither we nor the Selling Stockholder have authorized anyone to provide you with any information or to make any representations other than those contained or incorporated by reference in this prospectus. We and the Selling Stockholder do not take responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the securities offered hereby and only under circumstances and in jurisdictions where it is lawful to do so. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained or incorporated by reference in this prospectus. This prospectus is not an offer to sell securities, and it is not soliciting an offer to buy securities, in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus or the documents incorporated by reference herein is accurate only as of the date on the front of this prospectus or the date of such incorporated document only, regardless of the time of delivery of this prospectus or any sale of a security. Our business, financial condition, results of operations and prospects may have changed since those dates.

You should read this prospectus and any applicable prospectus supplement or post-effective amendment to the registration statement of which this prospectus forms a part together with the additional information to which we refer you in the section titled “Where You Can Find More Information; Incorporation by Reference.”

All references in this prospectus to “Quantum,” the “Company,” “we,” “us” and “our” refer to Quantum Corporation and its consolidated subsidiaries, except where the context otherwise requires or as otherwise indicated.

“Quantum” and the Quantum logo are our trademarks. This prospectus and the documents incorporated by reference into this prospectus may also contain trademarks and trade names that are the property of their respective owners. We do not intend our use or display of other companies’ trade names, trademarks, or service marks to imply relationships with, or endorsements or sponsorship of us by, these other companies.

ABOUT THIS PROSPECTUS

We may provide a prospectus supplement or post-effective amendment to the registration statement of which this prospectus forms a part to add information to, or update or change information contained in, this prospectus. Any statement contained in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in such prospectus supplement or post-effective amendment modifies or supersedes such statement. Any statement so modified will be deemed to constitute a part of this prospectus only as so modified, and any statement so superseded will be deemed not to constitute a part of this prospectus. You should read this prospectus and any applicable prospectus supplement or post-effective amendment to the registration statement of which this prospectus forms a part together with the additional information to which we refer you in the section of this prospectus titled “Where You Can Find More Information; Incorporation by Reference.”

This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been filed, will be filed, or will be incorporated by reference as exhibits to the registration statement of which this prospectus forms a part, and you may obtain copies of those documents as described below under “Where You Can Find More Information; Incorporation by Reference.”

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve risks and uncertainties. When used in this prospectus, the words “anticipate,” “believe,” “could,” “expect,” “estimate,” “intend,” “plan,” “potential,” “will,” and similar expressions are intended to identify forward looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expected.

These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to update any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

You should read this prospectus completely and with the understanding that our actual future results, levels of activity and performance as well as other events and circumstances may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

PROSPECTUS SUMMARY

This summary highlights selected information appearing elsewhere in this prospectus and does not contain all of the information that you should consider before investing in our common stock. Because it is a summary, it may not contain all of the information that may be important to you. To understand this offering fully, you should read this entire prospectus carefully.

Quantum Corporation

Quantum delivers end-to-end data management solutions designed for unstructured data in the artificial intelligence (“AI”) era. From high-performance ingest that powers AI applications and demanding data-intensive workloads to massive, durable data lakes to fuel AI models, Quantum delivers one of the most comprehensive and cost-efficient solutions for the entire data lifecycle. We specialize in solutions for video, images, audio, and other large files because this unstructured data represents more than 80% of all data being created according to leading industry analyst firms. Unstructured data poses both immense potential and significant challenges for organizations looking to retain and analyze their data for AI and other initiatives. Effectively managing and leveraging this data with an intelligent data management platform is not just an option but a necessity for businesses aiming to uncover hidden insights and create value.

The Transaction

On September 23, 2025, we entered into a Transaction Agreement (the “Transaction Agreement”) with the Selling Stockholder, OC III LVS XXXIII LP (“LVS XXXIII”), and OC III LVS XL LP (“LVS XL” and together with the Selling Stockholder and LVS XXXIII, the “Lenders”). Pursuant to the Transaction Agreement, we issued to the Selling Stockholder, on a dollar-for-dollar basis, the Convertible Notes in exchange for the amounts then outstanding and owing to the Selling Stockholder under certain term loans (the “Term Loans”) held by the Selling Stockholder (such issuance, the “Debt Exchange”).

On December 18, 2025, the Company closed the transactions contemplated by the Transaction Agreement (the “Closing”), including the Debt Exchange. The Closing was conditioned upon, among other things, approval of the Debt Exchange by the Company’s stockholders, which approval was obtained on December 16, 2025. As such, on December 18, 2025, we issued to the Selling Stockholder, on a dollar-for-dollar basis, Convertible Notes in exchange for the amounts then outstanding under the Term Loans held by the Selling Stockholder (including principal, any prepayment penalties, exit fees and accrued and unpaid PIK interest thereon, but excluding any accrued and unpaid cash interest thereon).

The Convertible Notes were issued to the Selling Stockholder pursuant to that certain indenture, dated December 18, 2025 (the “Indenture”), among the Company, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent. On the Closing Date, an aggregate principal amount of \$54,718,114 of Convertible Notes was issued to the Selling Stockholder. The Convertible Notes mature on the third anniversary of the Closing (the “Maturity Date”) and have an interest rate of 10.00% per annum, payable in kind, compounded annually, with interest payable annually on December 31, commencing December 31, 2026. The initial conversion price of the Convertible Notes equals \$10.00 per share (the “Conversion Price”) of common stock, subject to adjustment for stock splits and similar events, and includes antidilution protections in favor of the Selling Stockholder as described in the Indenture. The Conversion Price is subject to adjustment on the last day of the four calendar quarters immediately following September 15, 2025 (each, a “Reset Price Date”) to the greater of (a) \$4.00 per share and (b) the lesser of (i) the then Conversion Price and (ii) the 30-day Daily VWAP (as defined in the Indenture) of our common stock immediately preceding the Reset Price Date.

At the option of any holder of the Convertible Notes, each holder has the right, at such holder’s option, to exchange all or any portion of the outstanding principal amount, accrued and unpaid interest and premium, if any, of its Convertible Notes into shares of our common stock at an exchange price equal to the then-outstanding Conversion Price. If certain conditions are met, at our option, all outstanding principal amount, accrued and unpaid interest and premium, if any, of any Convertible Notes outstanding on the Maturity Date shall be exchanged into shares of our common stock on the Maturity Date (the “Mandatory Maturity Exchange”) at an exchange price equal to 80% of the Market Price, defined as the average of the Daily VWAP for each of the five lowest consecutive

trading days during the 20 consecutive trading days ending on (and including) the trading day immediately prior to the Maturity Date. If we effect the Mandatory Maturity Exchange, then, if during the 20 consecutive trading days following the Maturity Date, the average of the Daily VWAP for the five lowest consecutive trading days in such period (the “True-Up Price”) is less than the Market Price used for the Mandatory Maturity Exchange, we will deliver, as additional consideration, such additional number of shares of common stock as is necessary so that, when added to the shares delivered on the Maturity Date, the effective Market Price with respect to such Mandatory Maturity Exchange equals 80% of the True-Up Price. Following the six-month anniversary of the Closing, if certain conditions are met, we may elect to require the exchange of a portion of the total outstanding amount of any Convertible Notes into shares of common stock at the then outstanding Conversion Price.

The Indenture contains certain affirmative and negative covenants, as well as a covenant requiring the Company to maintain minimum liquidity of \$3.75 million as of March 31, 2026, \$5.0 million as of June 30, 2026, \$6.25 million as of September 30, 2026 and \$7.5 million as of the last day of any fiscal quarter following October 1, 2026. The Convertible Notes are secured by all of the Company’s assets which secure the Company’s existing term loans.

Additionally, at the Closing, we and the Selling Stockholder entered into a registration rights agreement (the “Convertible Notes Registration Rights Agreement”) pursuant to which, among other things, we have agreed to provide the Selling Stockholder (or any assignee of the Convertible Notes) with certain demand and piggyback registration rights with respect to the shares of common stock issuable upon any conversion of the Convertible Notes.

Corporate Information

Quantum was founded in 1980 and reincorporated under the laws of the State of Delaware in 1987. Our principal executive offices are located at 10770 E. Briarwood Avenue, Centennial, Colorado 80112, and our telephone number is (408) 944-4000. Our website address is www.quantum.com. We do not incorporate the information on, or accessible through, our website into this prospectus, and you should not consider any information on, or accessible through, our website as part of this prospectus.

Smaller Reporting Company

We are a smaller reporting company as defined in Item 10(f)(1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller reporting company until the last day of the fiscal year in which (1) the market value of our shares of common stock held by non-affiliates exceeds \$250 million as of the prior June 30, or (2) our annual revenues exceeded \$100 million during such completed fiscal year and the market value of our shares of common stock held by non-affiliates exceeds \$700 million as of the prior June 30.

THE OFFERING

Issuer	Quantum Corporation
Shares of Common Stock offered by the Selling Stockholder	Up to 18,207,453 shares of common stock issuable upon the conversion of the Convertible Notes. Throughout this prospectus, when we refer to the shares of common stock being registered on behalf of the Selling Stockholder, we are referring to the shares of our common stock that may be issued upon conversion of the Convertible Notes regardless of when converted.
Common Stock outstanding prior to this offering	14,134,629 shares.
Use of proceeds	We will not receive any proceeds from the resale of shares of our common stock offered by this prospectus by the Selling Stockholder.
Risk factors	Investing in our common stock involves a high degree of risk. See “ Risk Factors ” on page 6 and the other information included or incorporated by reference in this prospectus for a discussion of factors you should consider carefully before deciding to invest in our common stock.
Nasdaq trading symbol	“QMCO.”

The number of shares of our common stock to be outstanding immediately prior to this offering is based on 14,134,629 shares of our common stock outstanding as of December 31, 2025 and excludes:

- 1,697,335 shares available for future issuance under our 2023 Long-Term Incentive Plan (the “LTIP”);
- 204,383 shares available for future issuance under our Employee Stock Purchase Plan;
- 39,629 shares available for future issuance under our 2021 Inducement Plan;
- 158,138 shares underlying restricted stock units granted pursuant to the LTIP;
- 40,625 shares underlying performance-based restricted stock units, granted pursuant to the LTIP;
- 5,000 shares issuable upon the exercise of outstanding warrants to purchase common stock, at a weighted average exercise price of \$40.00 per share; and
- 2,653,308 shares issuable upon the exercise of the Forbearance Warrant, at an exercise price of \$8.81 per share.

Subsequent to December 31, 2025, the 2021 Inducement Plan was amended to increase the number of shares of common stock reserved for issuance thereunder by 125,000 shares. As of the date hereof, 164,629 shares are reserved for future issuance under the 2021 Inducement Plan, all of which remain excluded from the shares outstanding as of December 31, 2025. In addition, subsequent to December 31, 2025, we sold an aggregate of approximately 503,000 shares of common stock pursuant to a standby equity purchase agreement dated as of January 25, 2025 by and between the Company and YA II PN, Ltd.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risk factors discussed under the caption “Risk Factors” in our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K incorporated by reference in this prospectus, as well as any prospectus supplement to this prospectus, and the other information contained in or incorporated by reference into this prospectus and any prospectus supplement to this prospectus before deciding to invest in our common stock. These risks and uncertainties are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occur, our business, financial condition and results of operations could be materially and adversely affected.

THE TRANSACTION

On September 23, 2025, we entered the Transaction Agreement with the Lenders, including the Selling Stockholder. Pursuant to the Transaction Agreement, we issued to the Selling Stockholder, on a dollar-for-dollar basis, the Convertible Notes in exchange for the amounts then outstanding and owing to the Selling Stockholder with respect to the Term Loans.

At Closing, the Company closed the transactions contemplated by the Transaction, including the issuance to the Selling Stockholder, on a dollar-for-dollar basis, of Convertible Notes in exchange for the amounts then outstanding under the Term Loans held by the Selling Stockholder (including principal, any prepayment penalties, exit fees and accrued and unpaid PIK interest thereon, but excluding any accrued and unpaid cash interest thereon).

The Convertible Notes were issued to the Selling Stockholder pursuant to the Indenture, among the Company, the guarantors party thereto and U.S. Bank Trust Company, National Association, as trustee and collateral agent. On the Closing Date, an aggregate principal amount of \$54,718,114 of Convertible Notes was issued to the Selling Stockholder. The Convertible Notes mature on the third anniversary of the Closing and have an interest rate of 10.00% per annum, payable in kind, compounded annually, with interest payable annually on December 31, commencing December 31, 2026. The Conversion Price equals \$10.00 per share of common stock, subject to adjustment for stock splits and similar events, and includes antidilution protections in favor of the Selling Stockholder as described in the Indenture. The Conversion Price is subject to adjustment on each Reset Price Date to the greater of (a) \$4.00 per share and (b) the lesser of (i) the then Conversion Price and (ii) the 30-day Daily VWAP of our common stock immediately preceding the Reset Price Date.

At the option of any holder of the Convertible Notes, each holder has the right, at such holder's option, to exchange all or any portion of the outstanding principal amount, accrued and unpaid interest and premium, if any, of its Convertible Notes into shares of our common stock at an exchange price equal to the then-outstanding Conversion Price. If certain conditions are met, at our option, all outstanding principal amount, accrued and unpaid interest and premium, if any, of any Convertible Notes outstanding on the Maturity Date shall be exchanged into shares of our common stock on the Maturity Date at an exchange price equal to 80% of the Market Price, defined as the average of the Daily VWAP for each of the five lowest consecutive trading days during the 20 consecutive trading days ending on (and including) the trading day immediately prior to the Maturity Date. If we effect the Mandatory Maturity Exchange, then, if during the 20 consecutive trading days following the Maturity Date, the True-Up Price is less than the Market Price used for the Mandatory Maturity Exchange, we will deliver, as additional consideration, such additional number of shares of common stock as is necessary so that, when added to the shares delivered on the Maturity Date, the effective Market Price with respect to such Mandatory Maturity Exchange equals 80% of the True-Up Price. Following the six-month anniversary of the Closing, if certain conditions are met, we may elect to require the exchange of a portion of the total outstanding amount of any Convertible Notes into shares of common stock at the then outstanding Conversion Price.

The Indenture contains certain affirmative and negative covenants, as well as a covenant requiring that we maintain minimum liquidity of \$3.75 million as of March 31, 2026, \$5.0 million as of June 30, 2026, \$6.25 million as of September 30, 2026, and \$7.5 million as of the last day of any fiscal quarter following October 1, 2026. The Convertible Notes will be secured by all of our assets which secure the Company's existing term loans.

Additionally, in connection with the Convertible Notes, we and the Selling Stockholder entered into the Convertible Notes Registration Rights Agreement pursuant to which, among other things, we have agreed to provide the Selling Stockholder (or any assignee of the Convertible Notes) with certain demand and piggyback registration rights with respect to the shares of common stock issuable upon any conversion of the Convertible Notes.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by the Selling Stockholder. All of the common stock offered by the Selling Stockholder pursuant to this prospectus will be sold by the Selling Stockholder for its own account. We will not receive any of the proceeds from these sales.

SELLING STOCKHOLDER

This prospectus relates to the offer and sale by the Selling Stockholder of up to 18,207,453 shares of common stock issuable upon the conversion of the Convertible Notes held by the Selling Stockholder. For additional information regarding the shares of common stock being offered by this prospectus, see the section entitled “The Transaction.” We are registering the shares of common stock being offered by this prospectus pursuant to the provisions of the Convertible Notes Registration Rights Agreement we entered into with the Selling Stockholder in order to permit the Selling Stockholder to offer such shares for resale from time to time. As used in this prospectus, the term “Selling Stockholder” means Dialectic Technology SPV LLC, a Delaware limited liability company, and the donees, pledgees, transferees or other successors in interest selling securities received after the date of this prospectus from the Selling Stockholder as a gift, pledge, partnership distribution or other transfer other than through a public sale.

The table below presents information regarding the Selling Stockholder and the shares of common stock that may be resold by the Selling Stockholder from time to time under this prospectus. This table is prepared based on information supplied to us by the Selling Stockholder, and reflects holdings as of February 13, 2026. The number of shares in the column entitled “Maximum Number of Shares of Common Stock to be Offered” represents all of the shares of common stock being offered for resale by the Selling Stockholder under this prospectus, assuming the maximum aggregate number of shares of common stock beneficially held by the Selling Stockholder underlying the Convertible Notes, without regard to any limitations on conversion. The Selling Stockholder may sell some, all, or none of the shares being offered for resale in this offering. We do not know how long the Selling Stockholder will hold the shares before selling them, and we are not aware of any existing arrangements between the Selling Stockholder and any other stockholder, broker, dealer, underwriter, or agent relating to the sale or distribution of the shares of our common stock being offered for resale by this prospectus.

Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the SEC under the Exchange Act and includes shares of common stock with respect to which the Selling Stockholder has sole or shared voting and investment power. The percentage of shares of common stock beneficially owned by the Selling Stockholder prior to the offering shown in the table below is based on an aggregate of 14,134,629 shares of our common stock outstanding on December 31, 2025. The fourth column in the table below assumes (i) the resale by the Selling Stockholder of all of the shares of common stock being offered for resale pursuant to this prospectus and (ii) no other shares of common stock are acquired or sold by the Selling Stockholder prior to completion of this offering. However, the Selling Stockholder is not obliged to sell all or any portion of the shares of common stock offered pursuant to this prospectus.

Based on the information provided to us by the Selling Stockholder, the Selling Stockholder is not a broker-dealer or an affiliate of a broker-dealer.

Name of Selling Stockholder	Number of Shares of Common Stock Beneficially Owned		Maximum Number of Shares of Common Stock Being Offered ⁽³⁾	Shares of Common Stock Beneficially Owned After the Offered Shares of Common Stock Are Sold	
	Number ⁽²⁾	Percent		Number	Percent
Dialectic Technology SPV LLC ⁽¹⁾	20,860,761	59.6 %	18,207,453	2,653,308	7.6 %

(1) Mr. John Fichthorn, a member of our board of directors, is the Managing Partner of Dialectic Capital Management. Dialectic Capital Management is an investment advisor to the Selling Stockholder. The business address of the Selling Stockholder is 119 Rowayton Avenue, Rowayton, CT 06853.

(2) Represents the aggregate of (i) the shares of common stock issuable upon the exercise of the Forbearance Warrant by the Selling Stockholder and (ii) the maximum number of shares of common stock that may be issuable upon conversion of the Convertible Notes by the Selling Stockholder based on an assumed conversion price of \$4.00 per share of common stock.

(3) Represents the maximum number of shares of common stock that may be issuable upon conversion of the Convertible Notes by the Selling Stockholder based on an assumed conversion price of \$4.00 per share of common stock.

DESCRIPTION OF OUR SECURITIES

The following summary of the material terms of our securities is not intended to be a complete summary of the rights and preferences of such securities, and is qualified by reference to our Certificate of Incorporation, our Bylaws and the warrant-related documents described herein, which are exhibits to the registration statement of which this prospectus is a part. We urge you to read each of our Certificate of Incorporation, our Bylaws and the warrant-related documents described herein in their entirety for a complete description of the rights and preferences of our securities.

Authorized and Outstanding Stock

Our Certificate of Incorporation authorizes the issuance of 225,000,000 shares of common stock, \$0.01 par value per share, and 20,000,000 shares of undesignated preferred stock, \$0.01 par value per share, 1,000,000 of which is designated as Series B Junior Participating Preferred Stock. As of December 31, 2025, there were 14,134,629 shares of our common stock and no shares of our preferred stock outstanding. The outstanding shares of our common stock are duly authorized, validly issued, fully paid and non-assessable. As of such date, there were 194 holders of record of our common stock and 2 holders of record of our warrants. Because many shares of our common stock are held by brokers and other nominees on behalf of stockholders, the number of record holders of our common stock is not indicative of the total number of stockholders.

Common Stock

Voting Power

Each holder of common stock is entitled to one vote per share, except in the case of election of our directors.

Dividends

Holders of common stock will be entitled to receive such dividends, if any, as may be declared from time to time by our board of directors (the "Board") in its discretion out of funds legally available therefor. In no event will any stock dividends or stock splits or combinations of stock be declared or made on common stock unless the shares of common stock at the time outstanding are treated equally and identically. We have not paid any cash dividends to date. We may retain future earnings, if any, for future operations, expansion and debt repayment and have no current plans to pay cash dividends for the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of the Board and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that the Board may deem relevant. In addition, our ability to pay dividends may be limited by covenants of future outstanding indebtedness we or our subsidiaries incur.

Liquidation, Dissolution and Winding Up

In the event of our voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up, the holders of the common stock will be entitled to receive an equal amount per share of all of our assets of whatever kind available for distribution to stockholders, after the rights of the holders of the preferred stock have been satisfied.

Preemptive or Other Rights

Our stockholders have no preemptive or other subscription rights and there are no sinking fund or redemption provisions applicable to common stock.

Election of Directors

At an election of directors of the Company, each holder of stock or any class or classes or of a series thereof shall be entitled to as many votes as shall equal the number of votes which such holder would be entitled to cast for the election of directors with respect to such holder's shares of stock multiplied by the number of directors to be

elected, and such holder may cast all of such votes for a single director or may distribute them among the number of directors to be voted for, or for any two or more of them as such holder sees fit.

Preferred Stock

Our Certificate of Incorporation provides that shares of preferred stock may be issued from time to time in one or more series. Our Board is authorized to fix the voting rights, if any, designations, powers and preferences, the relative, participating, optional or other special rights, and any qualifications, limitations and restrictions thereof, applicable to the shares of each series of preferred stock. Our Board is able to, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of the common stock and could have anti-takeover effects. The ability of our Board to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change of control of Quantum or the removal of existing management.

Warrants

As of December 31, 2025 there were 2,658,308 warrants to purchase common stock outstanding.

We issued 2,500 warrants to purchase common stock in June 2020 and an additional 2,500 warrants to purchase common stock in June 2023 to advisors of the Company.

The June 2020 warrants entitle the registered holder to purchase one share of common stock at a price of \$60.00 per share, subject to adjustment as discussed below, at any time commencing June 16, 2020. The June 2023 warrants entitle the registered holder to purchase one share of common stock at a price of \$20.00 per share, subject to adjustment as discussed below, at any time commencing June 1, 2023. The June 2020 warrants will expire on June 16, 2030 and the June 2023 warrants will expire on June 1, 2033.

On September 23, 2025, we issued to the Selling Stockholder a warrant (the "Forbearance Warrant"), pursuant to which the Selling Stockholder is entitled to purchase up to 2,653,308 shares of common stock at an exercise price of \$8.81 per share. The Forbearance Warrant may be exercised by the Selling Stockholder at any time until the seventh anniversary of the issuance of the Forbearance Warrant.

The exercise price and the number of shares underlying the Forbearance Warrant are subject to adjustment in the event of specified events, including dilutive issuances at a price lower than the exercise price of the Forbearance Warrant, a subdivision or combination of the common stock, a reclassification of the common stock or specified dividend payments, subject to certain limitations as set forth in the Forbearance Warrant. Upon exercise, the aggregate exercise price may be paid, at the Selling Stockholder's election, in cash or on a net issuance basis, based upon the then current market price of the common stock at the time of exercise. The Selling Stockholder may also require us to repurchase the Forbearance Warrant for \$20.0 million after the fifth anniversary of the issuance of the Forbearance Warrant, upon a change of control or immediately prior to the occurrence of a voluntary dissolution, liquidation or winding up of the affairs of our business, with such repurchase amount subject to adjustment as set forth in the Forbearance Warrant.

The June 2020 warrants are issued under and subject to the terms of the Warrant Agreement dated as of June 16, 2020, the June 2023 warrants are issued under and subject to the terms of the Warrant Agreement dated as of June 1, 2023, and the Forbearance Warrant is issued under and subject to the terms of the Forbearance Warrant dated as of September 23, 2025.

Certain Anti-Takeover Provisions of Delaware Law, and in our Certificate of Incorporation and Bylaws

Special Meetings of Stockholders

Our Certificate of Incorporation and our Bylaws provide that, unless otherwise required by law, special meetings of our stockholders may be called only by (i) our Board, (ii) the Chairman of our Board, if there be one, or (iii) the President.

Advance Notice Requirements for Stockholder Proposals and Director Nominations

Our Bylaws provide that stockholders seeking to bring business before our annual meeting of stockholders, or to nominate candidates for election as directors at our annual meeting of stockholders, must provide timely notice of their intent in writing. To be timely under our Bylaws, a stockholder's notice will need to be received by the company secretary at our principal executive offices not later than the 45th day nor earlier than the 75th day before the one-year anniversary of the date on which we first mailed our proxy materials or a notice of availability of proxy materials (whichever is earlier) for the previous year's annual meeting of stockholders; provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is advanced by more than 30 days prior to or delayed by more than 60 days after the one-year anniversary of the date of the previous year's annual meeting, notice by the stockholder must be received by the secretary no earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such annual meeting is first made. Our Certificate of Incorporation and our Bylaws specify certain requirements as to the form and content of a stockholders' meeting. These provisions may preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders.

Authorized but Unissued Shares

Our authorized but unissued common stock and preferred stock are available for future issuances without stockholder approval and could be utilized for a variety of corporate purposes, including future offerings to raise additional capital, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved common stock and preferred stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Section 203 of the Delaware General Corporation Law

We are subject to the provisions of Section 203 of the Delaware General Corporation Law (the "DGCL") regulating corporate takeovers. In general, Section 203 prohibits a publicly-held Delaware corporation from engaging, under certain circumstances, in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder unless:

- prior to the date of the transaction, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, but not the outstanding voting stock owned by the interested stockholder, (1) shares owned by persons who are directors and also officers and (2) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to the date of the transaction, the business combination is approved by the board of directors of the corporation and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least 66 ⅔% of the outstanding voting stock which is not owned by the interested stockholder.

Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the "interested stockholder" and an "interested stockholder" is a person who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of a corporation's outstanding voting stock. We expect the existence of this provision to have an anti-takeover effect with respect to transactions our Board does not approve in advance. We also anticipate that Section 203 may discourage business combinations or other attempts that might result in a premium over the market price for the shares of common stock held by our stockholders.

The provisions of the DGCL, our Certificate of Incorporation and our Bylaws could have the effect of discouraging others from attempting hostile takeovers and, as a consequence, they may also inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts. These provisions may also have the effect of preventing changes in our management. It is possible that these provisions could make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

Limitation on Liability and Indemnification of Directors and Officers

Our Certificate of Incorporation limits our directors' liability to the fullest extent permitted under the DGCL. The DGCL provides that directors of a corporation will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any transaction from which the director derives an improper personal benefit;
- for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- for any unlawful payment of dividends or redemption of shares; or
- for any breach of a director's duty of loyalty to the corporation or its stockholders.

If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Delaware law and our Bylaws provide that we will, in certain situations, indemnify our directors and officers and may indemnify other employees and other agents, to the fullest extent permitted by law. Any indemnified person is also entitled, subject to certain limitations, to advancement, direct payment, or reimbursement of reasonable expenses (including attorneys' fees and disbursements) in advance of the final disposition of the proceeding.

In addition, we have entered into indemnification agreements with our directors and officers. These agreements, among other things, require us to indemnify our directors and officers for certain expenses, including attorneys' fees, judgments, fines, and settlement amounts incurred by a director or officer in any action or proceeding arising out of their services as one of the company's directors or officers or any other company or enterprise to which the person provides services at the company's request.

We maintain a directors' and officers' insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers. We believe these provisions in our Certificate of Incorporation and our Bylaws and these indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or control persons, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock and warrants is Computershare Trust Company, N.A.

Listing of Securities

Our common stock is listed on the Nasdaq Global Market under the symbol "QMCO."

PLAN OF DISTRIBUTION

We are registering 18,207,453 shares of common stock issuable upon the conversion of the Convertible Notes. We have agreed to pay for all of the registration expenses pursuant to the Convertible Notes Registration Rights Agreement in respect of the shares of common stock issuable upon conversion of the Convertible Notes, including, without limitation, all registration and filing fees, fees and expenses of compliance with securities or blue sky laws, printing and delivery expenses, reasonable fees and disbursements of our counsel and our accountants, and reasonable fees and expenses of legal counsel not to exceed \$35,000 per year in the aggregate for such a registration in which our securities are sold to an underwriter in a firm commitment underwriting for distribution to the public or an “at the market” or similar registered offering. Registration expenses do not include any underwriting discounts and commissions or similar costs.

The shares of common stock offered by this prospectus are being offered by the Selling Stockholder. The term “Selling Stockholder” includes donees, pledgees, transferees or other successors in interest selling securities received after the date of this prospectus from the Selling Stockholder as a gift, pledge, partnership distribution or other transfer other than through a public sale, any of whom may sell the shares of common stock from time to time under the prospectus, an amendment to the registration statement of which this prospectus forms a part or supplement to the prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholder under the prospectus, as appropriate. The shares may be sold or distributed from time to time by the Selling Stockholder directly to one or more purchasers or through brokers, dealers, or underwriters who may act solely as agents at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or at fixed prices, which may be changed. We will not receive any of the proceeds from the sale of the securities by the Selling Stockholder.

The Selling Stockholder may sell its shares of common stock by one or more of, or a combination of, the following methods:

- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this prospectus;
- ordinary brokers’ transactions and transactions in which the broker solicits purchasers;
- block trades in which the broker-dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale or in the over-the-counter market;
- through trading plans entered into by the Selling Stockholder pursuant to Rule 10b5-1 under the Exchange Act, that are in place at the time of an offering pursuant to this prospectus and any applicable prospectus supplement hereto that provide for periodic sales of their securities on the basis of parameters described in such trading plans;
- to or through underwriters or broker-dealers;
- in “at the market” offerings, as defined in Rule 415 under the Securities Act, at negotiated prices, at prices prevailing at the time of sale or at prices related to such prevailing market prices, including sales made directly on a national securities exchange or sales made through a market maker other than on an exchange or other similar offerings through sales agents;
- in privately negotiated transactions;
- in options transactions or other transactions in which the Selling Stockholder satisfies its obligations through the delivery of shares of our common stock;
- in connection with short sales;

- any combination of the foregoing; or
- any other method permitted pursuant to applicable law.

In addition, any shares that qualify for sale pursuant to Rule 144 or another exemption from registration under the Securities Act may be sold under Rule 144 or such other exemption rather than pursuant to this prospectus. The Selling Stockholder may elect to make an in-kind distribution of common stock to its members, partners, stockholders or other equityholders pursuant to the registration statement of which this prospectus forms a part by delivering a prospectus. To the extent that such members, partners, stockholders or other equityholders are not affiliates of ours, such members, partners, stockholders or other equityholders would thereby receive freely tradable shares of our common stock pursuant to a distribution pursuant to the registration statement of which this prospectus forms a part.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In connection with distributions of the shares or otherwise, the Selling Stockholder may enter into hedging transactions with broker-dealers or other financial institutions. In connection with such transactions, broker-dealers or other financial institutions may engage in short sales of shares of common stock in the course of hedging the positions they assume with the Selling Stockholder. The Selling Stockholder may also sell shares of common stock short and redeliver the shares to close out such short positions. The Selling Stockholder may also enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction). The Selling Stockholder may also pledge shares or grant a security interest in shares to a broker-dealer or other financial institution, and, upon a default under the secured obligation, such broker-dealer or other financial institution, may effect sales of the pledged shares pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The Selling Stockholder may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by the Selling Stockholder or borrowed from the Selling Stockholder or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from the Selling Stockholder in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions may be an underwriter and, if applicable, will be identified in the applicable prospectus supplement (or a post-effective amendment). In addition, the Selling Stockholder may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus. Such financial institution or other third party may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities.

In effecting sales, broker-dealers or agents engaged by the Selling Stockholder may arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the Selling Stockholder in amounts to be negotiated immediately prior to the sale.

In offering the securities covered by this prospectus, any broker-dealer who execute sales for the Selling Stockholder may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. The compensation of any broker-dealer may be deemed to be underwriting discounts and commissions.

In order to comply with the securities laws of certain states, if applicable, the shares may be sold only through registered or licensed brokers or dealers. In addition, in certain states, the shares may not be sold unless they have been registered or qualified for sale in the state or an exemption from the state’s registration or qualification requirement is available and complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the securities may not simultaneously engage in market making activities with respect to our common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition,

the Selling Stockholder will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of our common stock by the Selling Stockholder or any other person. We will make copies of this prospectus available to the Selling Stockholder and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

At the time a particular offer of securities is made, if required, a prospectus supplement will be distributed that will set forth the number of securities being offered and the terms of the offering, including the name of any underwriter, dealer or agent, the purchase price paid by any underwriter, any discount, commission and other item constituting compensation, any discount, commission or concession allowed or reallocated or paid to any dealer, and the proposed selling price to the public.

Under the Convertible Notes Registration Rights Agreement, we have agreed to indemnify the Selling Stockholder as a party thereto against certain liabilities that they may incur in connection with the sale of the securities registered hereunder, including liabilities under the Securities Act, and to contribute to payments that the Selling Stockholder may be required to make with respect thereto.

MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following is a summary of material U.S. federal income tax consequences of the purchase, ownership and disposition of our common stock purchased in this offering by a non-U.S. holder (as defined below). This summary does not address all aspects of U.S. federal income tax consequences relating thereto. This summary also does not address the tax considerations arising under the laws of any non-U.S., state or local jurisdiction, nor under U.S. federal gift, generation-skipping and estate tax laws. In general, a “non-U.S. holder” means a beneficial owner of our common stock (other than an entity treated as a partnership or other pass-through entity for U.S. federal income tax purposes) that is not, for U.S. federal income tax purposes, any of the following:

- an individual citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust if it (1) is subject to the primary supervision of a court within the United States and one or more “United States persons” as defined under Section 7701(a)(30) of the Code have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This summary is based upon provisions of the Code and Treasury regulations, rulings and judicial decisions as of the date hereof. Those authorities are subject to different interpretations and may be changed, perhaps retroactively, so as to result in tax consequences different from those summarized below. The remainder of this summary assumes that a non-U.S. holder owns shares of our common stock as a capital asset within the meaning of Section 1221 of the Code (generally, property held for investment). This summary does not address all aspects of U.S. federal income tax consequences that may be relevant to non-U.S. holders in light of their particular circumstances. In addition, it does not represent a detailed description of the U.S. federal income tax consequences applicable to you if you are subject to special treatment under the U.S. federal income tax laws (including if you are a former citizen or resident of the United States, a foreign pension fund, a financial institution, an insurance company, a tax-exempt organization, a trader, broker or dealer in securities, commodities or currencies, a “controlled foreign corporation,” a “passive foreign investment company,” a partnership or other pass-through entity for U.S. federal income tax purposes (or an investor in such a pass-through entity), a person who acquired shares of our common stock as compensation or otherwise in connection with the performance of services, a person that owns, or is deemed to own, more than 5% of our capital stock (except to the extent specifically set forth below), a person using the accrual method of tax accounting subject to special tax rules under Section 451(b) of the Code, or a person who owns shares of our common stock as part of a straddle, hedge, conversion transaction or other integrated investment). We cannot assure you that a change in law will not alter significantly the tax consequences that we describe in this summary.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) owns our common stock, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Such partners and partnerships should consult their tax advisors regarding the tax consequences of the purchase, ownership and disposition of our common stock.

If you are considering the purchase of our common stock, you should consult your tax advisors concerning the particular U.S. federal income tax consequences to you of the purchase, ownership and disposition of our common stock, as well as the consequences to you arising under other U.S. federal tax laws and the laws of any other taxing jurisdiction.

Distributions

In the event that we make a distribution of cash or other property (other than certain pro rata distributions of our stock) in respect of our common stock, the distribution generally will be treated as a dividend for U.S. federal income tax purposes to the extent it is paid from our current or accumulated earnings and profits, as determined

under U.S. federal income tax principles. Any portion of a distribution that exceeds our current and accumulated earnings and profits generally will be treated first as a tax-free return of capital, causing a reduction in the adjusted tax basis of a non-U.S. holder's common stock, and to the extent the amount of the distribution exceeds the non-U.S. holder's adjusted tax basis in our common stock, the excess will be treated as gain from the disposition of our common stock (the tax treatment of which is discussed below under "—Gain on Disposition of Common Stock"). Any such distribution will also be subject to the discussion below under the headings "Information Reporting and Backup Withholding" and "Additional Withholding Requirements."

Dividends paid to a non-U.S. holder generally will be subject to withholding of U.S. federal income tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, if an income tax treaty applies, are attributable to a permanent establishment or fixed base within the United States) are not subject to the withholding tax if the non-U.S. holder timely provides the applicable withholding agent a properly executed Internal Revenue Service, or the IRS, Form W-8ECI certifying under penalty of perjury that the dividends are not subject to withholding because they are effectively connected with the non-U.S. holder's conduct of a trade or business in the United States (and, if an income tax treaty applies, are attributable to a permanent establishment or, in the case of some treaties, a fixed base within the United States). Instead, such dividends are subject to U.S. federal income tax on a net income basis at the graduated U.S. federal income tax rates applicable to a United States person. Any such effectively connected dividends received by a foreign corporation may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder who wishes to claim the benefit of an applicable treaty rate for dividends will be required to timely provide the applicable withholding agent with a properly executed IRS Form W-8BEN or Form W-8BEN-E (or other applicable form) certifying under penalty of perjury that such holder is not a United States person as defined under the Code and is eligible for treaty benefits. Special certification and other requirements apply to certain non-U.S. holders that are pass-through entities rather than corporations or individuals.

A non-U.S. holder eligible for a reduced rate of U.S. federal withholding tax pursuant to an income tax treaty may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Gain on Disposition of Common Stock

Subject to the discussion of backup withholding and additional withholding requirements below, any gain realized by a non-U.S. holder on the sale or other disposition of our common stock generally will not be subject to U.S. federal income tax unless:

- the gain is effectively connected with a trade or business of the non-U.S. holder in the United States (and, if an income tax treaty applies, is attributable to a U.S. permanent establishment or, in the case of some treaties, a fixed base of the non-U.S. holder);
- the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or
- we are or have been, at any time during the five-year period preceding such disposition (or the non-U.S. holder's holding period, if shorter) a "United States real property holding corporation" for U.S. federal income tax purposes and certain other conditions are met.

A non-U.S. holder described in the first bullet point immediately above will be subject to tax on the gain derived from the sale or other disposition at the graduated rates applicable to a United States person as defined under the Code. In addition, if any non-U.S. holder described in the first bullet point immediately above is a foreign corporation, the gain realized by such non-U.S. holder may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. An individual non-U.S. holder described in the second bullet point immediately above will be subject to a 30% (or such lower rate as may be specified by an applicable income tax treaty) tax on the gain derived from the sale or other disposition, which gain may be offset by certain U.S. source capital losses even though the individual is not considered a resident of the United States.

Generally, a corporation is a “United States real property holding corporation” if the fair market value of its United States real property interests equals or exceeds 50% of the sum of the fair market value of its worldwide real property interests and its other assets used or held for use in a trade or business (all as determined for U.S. federal income tax purposes). We believe we are not and do not anticipate becoming a “United States real property holding corporation” for U.S. federal income tax purposes. However, because the determination of whether we are a United States real property holding corporation depends on the fair market value of our U.S. real property interests relative to the fair market value of our U.S. and worldwide real property interests plus our other assets used or held for use in a trade or business, there can be no assurance that we will not become a U.S. real property holding corporation in the future. Even if we are or become a United States real property holding corporation, provided that our common stock is regularly traded on an established securities market, within the meaning of applicable Treasury regulations, our common stock will be treated as a U.S. real property interest only with respect to a non-U.S. holder that owns more than 5% of our outstanding common stock, directly or indirectly, actually or constructively, during the shorter of the 5-year period ending on the date of the disposition or the period that the non-U.S. holder owned our common stock. No assurance can be provided that our common stock will be considered to be regularly traded on an established securities market for purposes of the rules described above. Non-U.S. holders should consult their tax advisors if our common stock is no longer regularly traded on an established securities market for purposes of the rules described above or, if it is so traded, but the non-U.S. holder owns more than 5% of our outstanding common stock directly or indirectly, actually or constructively as described above.

Information Reporting and Backup Withholding

Distributions paid to a non-U.S. holder and the amount of any tax withheld with respect to such distributions generally will be reported to the IRS without regard to whether such distributions constitute dividends for U.S. federal income tax purposes. Copies of the information returns reporting such distributions and any withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will not be subject to backup withholding on dividends received if such holder certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that such holder is a United States person as defined under the Code), or such holder otherwise establishes an exemption.

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale or other disposition of our common stock made within the United States or conducted through certain United States-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury that it is a non-U.S. holder (and the payor does not have actual knowledge or reason to know that the beneficial owner is a United States person as defined under the Code) or such owner otherwise establishes an exemption.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a non-U.S. holder’s U.S. federal income tax liability provided the required information is timely furnished to the IRS.

Additional Withholding Requirements

Under Sections 1471 through 1474 of the Code, Treasury regulations thereunder and related rulings (such provisions referred to as FATCA), a 30% U.S. federal withholding tax may apply to any dividends paid on, and, subject to the discussion of the proposed Treasury regulations below, the gross proceeds from a sale or other disposition of, our common stock paid to (i) a “foreign financial institution” (as specifically defined in the Code) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) its compliance (or deemed compliance) with FATCA (which may alternatively be in the form of compliance with an intergovernmental agreement with the United States) in a manner which avoids withholding, or (ii) a “non-financial foreign entity” (as specifically defined in the Code) which does not provide sufficient documentation, typically on IRS Form W-8BEN-E, evidencing either (x) an exemption from FATCA, or (y) adequate information regarding certain substantial United States beneficial owners of such entity (if any). If a dividend payment is both subject to withholding under FATCA and subject to the withholding tax discussed above

under “—Distributions,” the withholding under FATCA may be credited against, and therefore reduce, such other withholding tax.

Proposed Treasury regulations, if finalized in their present form, would eliminate withholding under FATCA with respect to payment of gross proceeds from a sale or other disposition of our common stock. The preamble to such proposed Treasury regulations stated that withholding agents and taxpayers may generally rely on the proposed Treasury regulations until final regulations are issued.

The preceding discussion of U.S. federal tax considerations is for general information only. It is not tax advice to investors in their particular circumstances. Each prospective investor should consult his, her or its tax advisor regarding the particular U.S. federal, state and local and non-U.S. tax consequences of the purchase, ownership and disposition of our common stock, including the consequences of any proposed change in applicable laws.

LEGAL MATTERS

The validity of the common stock offered by this prospectus will be passed upon for us by Pillsbury Winthrop Shaw Pittman LLP, Palo Alto, California.

EXPERTS

The audited consolidated financial statements incorporated by reference in this prospectus and elsewhere in the registration statement have been so incorporated by reference in reliance upon the report of Grant Thornton LLP, independent registered public accountants, upon the authority of said firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION BY REFERENCE

We have filed a registration statement on Form S-1 with the SEC under the Securities Act. This prospectus is part of the registration statement but the registration statement includes additional exhibits. We are required to file annual, quarterly and current reports, proxy statements and other information with the SEC as required by the Exchange Act. You can read our SEC filings, including this prospectus and the accompany registration statement, over the Internet at the SEC's website at www.sec.gov.

The SEC permits us to "incorporate by reference" the information contained in documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents rather than by including them in this prospectus. Information that is incorporated by reference is considered to be part of this prospectus and you should read it with the same care that you read this prospectus. Later information that we file with the SEC will automatically update and supersede the information that is either contained, or incorporated by reference, in this prospectus, and will be considered to be a part of this prospectus from the date those documents are filed. We have filed with the SEC, and incorporate by reference in this prospectus:

- our Annual Report on [Form 10-K](#) for the fiscal year ended March 31, 2025;
- our Quarterly Reports on Form 10-Q for the fiscal quarter ended [June 30, 2025](#), as amended by [Amendment No.1](#) filed with the SEC on September 23, 2025, and for the fiscal quarters ended [September 30, 2025](#) and [December 31, 2025](#);
- our Current Reports on Form 8-K filed with the SEC on [April 3, 2025](#), [April 17, 2025](#), [April 29, 2025](#), [June 3, 2025](#), [June 18, 2025](#), [July 8, 2025](#), [July 23, 2025](#), [August 8, 2025](#), [August 18, 2025](#), [August 26, 2025](#), [August 28, 2025](#), [September 15, 2025](#), [September 23, 2025](#), [October 6, 2025](#), [October 20, 2025](#), [December 18, 2025](#) and [February 2, 2026](#); and
- the description of our common stock contained in Exhibit 4.1 to our Annual Report on Form 10-K for the year ended March 31, 2023 filed with the SEC on [June 6, 2023](#).

We incorporate by reference all additional documents that we file with the SEC under the terms of Section 13(a), 13(c), 14 or 15(d) of the Exchange Act that are filed after the initial filing date of the registration statement of which this prospectus is a part and prior to the effectiveness of the registration statement, as well as between the date of this prospectus and the termination of any offering of securities offered by this prospectus. Such information shall be deemed incorporated by reference into this prospectus without any further act on our behalf. We are not, however, incorporating, in each case, any documents or information that we are deemed to furnish and not file in accordance with SEC rules.

Our website address is www.quantum.com. Through our website, we make available, free of charge, the following documents as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC, including our Annual Reports on Form 10-K; our proxy statements for our annual and special stockholder meetings; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K; Forms 3, 4, and 5 and Schedules 13D with respect to our securities filed on behalf of our directors and our executive officers; and amendments to those documents. The information contained on, or that may be accessed through, our website is not a part of, and is not incorporated into, this prospectus.

Any person, including any beneficial owner, may request a copy of any or all of the documents incorporated by reference but not delivered with this prospectus, at no cost, by writing or telephoning us at the following address and number: Investor Relations, Quantum Corporation, 10770 E. Briarwood Avenue, Centennial, Colorado 80112, telephone +1 (408) 944-4000. We will not, however, send exhibits to those documents, unless the exhibits are specifically incorporated by reference in those documents.

Up to 18,207,453 Shares

Quantum Corporation

Common Stock

Quantum[®]

PROSPECTUS

February 23, 2026
