

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material under §240.14a-12

BEELINE HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |

This supplement is being filed with the Securities and Exchange Commission (the “SEC”) to update certain information contained in the Definitive Proxy Statement of Beeline Holdings, Inc. (the “Company”) filed with the SEC on June 29, 2026 in connection with the Company’s 2026 Annual Meeting of Stockholders being held on August 17, 2026 (the “Annual Meeting”). This supplement updates the Definitive Proxy Statement with the following information: as of June 18, 2026, the Record Date for the Annual Meeting, the Company previously sold a total of 7,280,596 shares of Common Stock under the ELOC Agreement for gross proceeds of \$9,901,668, and may in the future sell up to an additional \$10,098,332 under the ELOC Agreement after giving effect to the prior sales. On October 21 2025, the Company filed a registration statement on Form S-1 registering the sale of up to 5,000,000 shares of Common Stock under the ELOC Agreement, of which 3,413,919 shares remain available for future sales.

A full description of the proposals to be voted at the Annual Meeting and related information is provided in the Company’s Definitive Proxy Statement filed with the SEC on June 29, 2026, and may be accessed at www.BLNE.vote. The Company urges its investors, shareholders and other interested persons to read the Definitive Proxy Statement as well as other documents filed with the SEC which contain important information about the Company.
