

**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): March 19, 2026

**PORTSMOUTH SQUARE, INC.**

(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation)	0-4057 (Commission File Number)	94-1674111 (IRS Employer Identification No.)
1516 S. Bundy Drive, Suite 200, Los Angeles, CA (Address of principal executive offices)		90025 (Zip Code)

Registrant's telephone number, including area code: (310) 889-2500

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
NONE	NONE	NONE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2)

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 4.01. Changes in Registrant’s Certifying Accountant**

*(a) Dismissal of Independent Registered Public Accounting Firm*

On March 19, 2026, Portsmouth Square, Inc. (the “Company”) dismissed WithumSmith+Brown, PC, (“Withum”) as the Company’s independent registered public accounting firm, effective immediately. During the fiscal years ended June 30, 2025 and 2024 and the subsequent interim period through March 19, 2026, (i) there were no disagreements with Withum on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures that, if not resolved to Withum’s satisfaction, would have caused Withum to make reference to the subject matter of the disagreement in connection with its reports and (ii) there were no “reportable events” as defined in Item 304(a)(1)(v) of Regulation S-K.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided Withum with a copy of this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (“SEC”) and requested that Withum furnish it with a letter addressed to the SEC stating whether it agrees with the above statements in this Item 4.01(a). A copy of Withum’s letter, dated March 23, 2026, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

*(b) Appointment of New Independent Registered Public Accounting Firm.*

On March 19, 2026, the Audit Committee approved the engagement of Whitley Penn LLP (“Whitley”) as its new independent registered public accounting firm, effective immediately, subject to Whitley’s completion of its standard client acceptance, independence procedures, and execution of a final engagement letter. This appointment will cover the Company’s fiscal year ending June 30, 2026, and related interim periods.

During the fiscal years ended June 30, 2025 and 2024, and the subsequent interim period through March 19, 2026, neither the Company nor anyone on its behalf consulted with Whitley regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the consolidated financial statements of the Company, in connection with which neither a written report nor oral advice was provided to the Company that Whitley concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. Description

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16.1 [Letter of WithumSmith+Brown, PC dated March 23, 2026](#)

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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.

**PORTSMOUTH SQUARE, INC.**

Dated: March 23, 2026

By: /s/ Ann Marie Blair  
Ann Marie Blair,  
Principal Financial Officer

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Exhibit 16.1



March 23, 2026

Office of the Chief Accountant  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Ladies and Gentlemen:

We have read the statements made by Portsmouth Square, Inc., which we understand will be filed with the Securities and Exchange Commission, pursuant to Item 4.01 of Form 8-K, as part of the Form 8-K of Portsmouth Square, Inc. dated March 23, 2026. We agree with the statements concerning our Firm under Item 4.01, in which we were informed of our dismissal on March 19, 2026. We have no basis to agree or disagree with other statements contained therein.

Very truly yours,

  
WithumSmith+Brown, PC