

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)

**Fabric.AI, Inc.**

(Name of Issuer)

**Common Stock, \$0.0001 par value per share**

(Title of Class of Securities)

**054748306**

(CUSIP Number)

**Diveroli Investment Group LLC**  
**848 Brickell Ave., Suite PH5,**  
**Miami, FL, 33131**  
**305-202-0630**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**04/28/2026**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13D**

**CUSIP** 054748306  
**Number(s):**

1	<b>Name of reporting person</b> Diveroli Investment Group LLC
2	<b>Check the appropriate box if a member of a Group (See Instructions)</b> <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	<b>SEC use only</b>

4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.00 %	
14	Type of Reporting Person (See Instructions) OO	

**Comment for Type of Reporting Person:**

The percentage provided in #13 is based upon a total of 1,355,975 shares of Common Stock as of October 7, 2025 as provided in the Issuer's Amendment No. 1 to Form S-3 filed with the Securities and Exchange Commission on October 10, 2025.

SCHEDULE 13D

<b>CUSIP Number(s):</b>	054748306
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1	Name of reporting person Kingbird Ventures LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	<b>Citizenship or place of organization</b> WYOMING	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	<b>Sole Voting Power</b> 0.00
	8	<b>Shared Voting Power</b> 0.00
	9	<b>Sole Dispositive Power</b> 0.00
	10	<b>Shared Dispositive Power</b> 0.00
11	<b>Aggregate amount beneficially owned by each reporting person</b> 0.00	
12	<b>Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)</b> <input type="checkbox"/>	
13	<b>Percent of class represented by amount in Row (11)</b> 0.00 %	
14	<b>Type of Reporting Person (See Instructions)</b> OO	

**Comment for Type of Reporting Person:**

The percentage provided in #13 is based upon a total of 1,355,975 shares of Common Stock as of October 7, 2025 as provided in the Issuer's Amendment No. 1 to Form S-3 filed with the Securities and Exchange Commission on October 10, 2025.

## SCHEDULE 13D

**Item 1. Security and Issuer**

**(a) Title of Class of Securities:**

Common Stock, \$0.0001 par value per share

**(b) Name of Issuer:**

Fabric.AI, Inc.

**(c) Address of Issuer's Principal Executive Offices:**

1185 Avenue of the America, New York, NEW YORK , 10036.

**Item 1 Comment:**

This Amendment to Schedule 13D (this "Amendment") is being filed to report that the Reporting Persons sold all 80,000 shares of Common Stock on April 28 2026. Except as expressly amended hereby, all other terms and provisions of the Schedule 13D remain in full force and effect as previously filed.

**Item 2. Identity and Background**

**(d)** Item 2(d) shall be amended and restated as follows: Neither of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

**(e)** Item 2(e) shall be amended and restated as follows: Neither of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which the Reporting Persons has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 shall be amended to include: On April 28, 2026, the Reporting Persons sold all 80,000 shares of Issuer's Common stock for an aggregate price of \$93,677.74, which reflects an average share price of \$4.09.

**Item 4. Purpose of Transaction**

Item 4 shall be amended to include: The Reporting Persons purchased the shares of common stock for investment purposes.

**Item 5. Interest in Securities of the Issuer**

- (a) Item 5(a) shall be amended to include the following: As of the date of this Amendment, the Reporting Persons beneficially own 0 shares of the Issuer's common stock which amount represents approximately 0.00% of the Issuer's issued and outstanding Common Stock, as based upon a total of 1,355,975 shares of Common Stock as of October 7, 2025 as provided in the Issuer's Amendment No. 1 to Form S-3 filed with the Securities and Exchange Commission on October 10, 2025.
- (b) Item 5(b) shall be amended and restated as follows: 1. Diveroli Investment Group LLC: (i) Sole power to vote or direct the vote: 0; (ii) Shared power to vote or direct the vote: 0; (iii) Sole power to dispose or direct the disposition: 0; (iv) Shared power to dispose or direct the disposition: 0. 2. Kingbird Ventures LLC: (i) Sole power to vote or direct the vote: 0; (ii) Shared power to vote or direct the vote: 0; (iii) Sole power to dispose or direct the disposition: 0; (iv) Shared power to dispose or direct the disposition: 0.
- (c) Item 5(c) shall be amended to include the following: The information set forth in Item 3 of this Schedule 13D is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

99.1 Joint Filing Agreement (incorporation by reference to Exhibit 99.1 of Schedule 13D filed with the SEC on July 30, 2025).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Diveroli Investment Group LLC**

**Signature:** /s/ Aharon Diveroli  
**Name/Title:** Aharon Diveroli/Chief Investment Officer  
**Date:** 04/30/2026

**Kingbird Ventures LLC**

**Signature:** /s/ Aharon Diveroli  
**Name/Title:** Aharon Diveroli/Chief Investment Officer  
**Date:** 04/30/2026