PROSPECTUS SUPPLEMENT
(to Prospectus dated October 19, 2026)

Filed pursuant to Rule 424(b)(3)
Registration Statement No. 333-294417

11,499,992 Shares of Class A Common Stock Issuable Upon Exercise of Warrants

This prospectus supplement supplements the prospectus dated October 19, 2026 (the "Prospectus"), which forms a part of our registration statement on Form S-1 (No. 333-294417). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 16, 2026 (the "Current Report"). Accordingly, we have attached the Current Report to this prospectus supplement.

This prospectus supplement relates to the issuance by us of up to 11,499,992 shares of Class A common stock, par value $0.001 per share (the "Pubco Class A Common Stock"), of Evernorth Holdings Inc., a Nevada corporation, that are issuable upon the exercise of the warrants to purchase one share of Pubco Class A Common Stock at a price of $11.50 per share (the "Public Warrants") that were issued in exchange for the redeemable warrants included in the units sold in the initial public offering of Arrington Capital SPAC I Inc., a Delaware corporation (f/k/a Armada Acquisition Corp. II, a Cayman Islands exempted company with limited liability) ("SPAC"). Each Public Warrant entitles the registered holder to purchase one share of Pubco Class A Common Stock at an exercise price of $11.50 per share. We will not receive any proceeds from the sale of Pubco Class A Common Stock pursuant to the Prospectus, except with respect to amounts received by us upon the exercise of the Public Warrants.

The Pubco Class A Common Stock and the Public Warrants are listed on the Nasdaq Global Market under the symbols "XRPN" and "XRPNW," respectively. On November 16, 2026, the last reported sale price of the Pubco Class A Common Stock was $7.45 per share and the last reported sale price of the Public Warrants was $1.33 per warrant.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement. If there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

We are an "emerging growth company" under federal securities laws and are subject to reduced public company reporting requirements. Investing in our securities involves a high degree of risk. You should review carefully the risks and uncertainties described under the heading "Risk Factors" of the Prospectus, and under similar headings in any amendment or supplements to the Prospectus, including this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 17, 2026.

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2026

Evernorth Holdings Inc.
(Exact name of registrant as specified in its charter)

Nevada	001-43505	39-4156999
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

600 Battery St.
San Francisco, California 94111
(Address of principal executive offices)
Registrant's telephone number, including area code: (415) 322-3046

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ 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
Class A common stock, par value $0.001 per share	XRPN	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of $11.50 per share	XRPNW	The Nasdaq Stock Market LLC

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

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. ☐

Introductory Note

On October 9, 2026, Evernorth Holdings Inc., a Nevada corporation ("**Pubco**"), filed a Current Report on Form 8-K (the "**Original Form 8-K**") in connection with the completion of its previously announced business combination contemplated by that certain Business Combination Agreement, dated October 19, 2025 (as amended by Amendment No. 1 to the Business Combination Agreement, dated August 12, 2026), by and among Pubco, Pathfinder Digital Assets LLC, a Delaware limited liability company ("**Pathfinder**"), Ripple Labs Inc., a Delaware corporation, Evernorth Company Merger Sub LLC, a Delaware limited liability company and a wholly owned subsidiary of Pubco, Evernorth Corporate Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Pubco, and Arrington Capital SPAC I Inc., a Delaware corporation (formerly Armada Acquisition Corp. II, a Cayman Islands exempted company) (the "**SPAC**") (the transactions contemplated thereby, the "**Business Combination**"). The Business Combination was consummated on October 9, 2026.

This Current Report on Form 8-K/A (this "**Amendment No. 1**") is being filed to amend and supplement Item 9.01 of the Original Form 8-K solely to include (i) the unaudited condensed financial statements of Pathfinder as of September 30, 2026 and for the three and nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through September 30, 2025, (ii) Management's Discussion and Analysis of Financial Condition and Results of Operations of Pathfinder for the corresponding periods, (iii) the audited financial statements of the SPAC as of September 30, 2026 and 2025 and for the year ended September 30, 2026 and for the period from October 3, 2024 (inception) through September 30, 2025, and (iv) the unaudited pro forma condensed combined financial information of the SPAC, Pubco and Pathfinder as of September 30, 2026 and for the nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through December 31, 2025, in each case as further described in Item 9.01 below.

Except as described above, this Amendment No. 1 does not amend, modify, update or restate any other information set forth in the Original Form 8-K, and all other information in the Original Form 8-K filed on October 9, 2026 remains unchanged. This Amendment No. 1 should be read in conjunction with the Original Form 8-K, which remains in effect except to the extent expressly amended hereby, and with Pubco's other filings with the Securities and Exchange Commission (the "SEC").

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The unaudited condensed financial statements of Pathfinder as of September 30, 2026 and December 31, 2025 and for the three and nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through September 30, 2025, and the related notes thereto, are attached as Exhibit 99.1 hereto and are incorporated herein by reference.

Management's Discussion and Analysis of Financial Condition and Results of Operations of Pathfinder for the three and nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through September 30, 2025 is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

The audited financial statements of the SPAC as of September 30, 2026 and 2025 and for the year ended September 30, 2026 and for the period from October 3, 2024 (inception) through September 30, 2025, and the related notes thereto, are attached as Exhibit 99.3 hereto and are incorporated herein by reference.

The financial statements of Pathfinder referred to above should be read in conjunction with the audited financial statements of Pathfinder as of December 31, 2025 and September 30, 2025 and for the period from July 18, 2025 (inception) through December 31, 2025, and the related notes thereto, which are included in the definitive proxy statement/prospectus filed by Pubco with the SEC on August 27, 2026 and were incorporated by reference into Item 9.01(a) of the Original Form 8-K.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial information of the SPAC, Pubco and Pathfinder as of September 30, 2026 and for the nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through December 31, 2025 is attached as Exhibit 99.4 hereto and is incorporated herein by reference. Such unaudited pro forma condensed combined financial information updates, and supersedes in its entirety, the unaudited pro forma condensed combined financial information filed as Exhibit 99.1 to the Original Form 8-K.

(d) Exhibits.

Exhibit Number	**Description**
99.1	Unaudited condensed financial statements of Pathfinder Digital Assets LLC as of September 30, 2026 and December 31, 2025 and for the three and nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through September 30, 2025, and the related notes thereto.
99.2	Management's Discussion and Analysis of Financial Condition and Results of Operations of Pathfinder for the three and nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through September 30, 2025.
99.3	Audited financial statements of Arrington Capital SPAC I Inc. as of September 30, 2026 and 2025 and for the year ended September 30, 2026 and for the period from October 3, 2024 (inception) through September 30, 2025, and the related notes thereto.
99.4	Unaudited pro forma condensed combined financial information of Arrington Capital SPAC I Inc., Evernorth Holdings Inc. and Pathfinder Digital Assets LLC as of September 30, 2026 and for the nine months ended September 30, 2026 and for the period from July 18, 2025 (inception) through December 31, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

EVERNORTH HOLDINGS INC.

Date: November 16, 2026

By: /s/ Asheesh Birla

Name: Asheesh Birla

Title: Chief Executive Officer