

SCIENTURE HOLDINGS, INC.

FORM 8-K (Current report filing)

Filed 10/07/26 for the Period Ending 10/05/26

Address	20 AUSTIN BLVD. COMMACK, NY, 11725
Telephone	(800) 261 0281
CIK	0001382574
Symbol	SCNX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

**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): **October 5, 2026**

SCIENTURE HOLDINGS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39199

(Commission
File No.)

46-3673928

(I.R.S. Employer
Identification No.)

20 Austin Blvd.

Commack, NY 11725

(Address of Principal Executive Offices)

(631) 670-6039

(Registrant's Telephone Number)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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
Common stock, par value \$0.00001 per share	SCNX	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. ☐

Item 3.03 Material Modification to Rights of Security Holders.

As previously disclosed, on November 18, 2025, the stockholders of Scienture Holdings, Inc. (the “**Company**”) approved a proposal to grant the Company’s board of directors (the “**Board**”) the discretion to amend the Company’s Certificate of Incorporation to effect a reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.00001 per share, at a ratio not less than one-for-two and not greater than one-for-fifty, with the exact ratio to be set within that range at the discretion of the Board without further approval or authorization of the Company’s stockholders.

On September 17, 2026, the Board unanimously approved a 1-for-25 reverse stock split of the Company’s issued and outstanding common stock (the “**Reverse Stock Split**”).

The Company filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation (the “**Amendment**”) with the Secretary of State of the State of Delaware to effect the Reverse Stock Split as of 12:01 a.m. Eastern Time on October 5, 2026 (the “**Effective Date**”). The Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Reason for the Reverse Stock Split

The Company effected the Reverse Stock Split to, among other things, regain compliance with The Nasdaq Stock Market LLC’s continued listing rules, which require that the minimum bid price of the Company’s common stock be at least \$1.00 per share.

Effects of the Reverse Stock Split

The Company’s common stock began trading on a split-adjusted basis at the opening of the market on the Effective Date. This means that, on the Effective Date, the total number of shares of common stock held by each stockholder of the Company was automatically converted into a number of shares of common stock equal to the number of issued and outstanding shares of common stock held by such stockholder immediately prior to the Reverse Stock Split, divided by 25. No fractional shares were issued in connection with the Reverse Stock Split. Stockholders of record otherwise entitled to receive fractional shares as a result of the Reverse Stock Split will receive a cash payment in lieu of such fractional shares. Also on the Effective Date, all options, warrants, and other convertible securities of the Company outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of shares of common stock into which the options, warrants, and other convertible securities are exercisable or convertible by 25, and multiplying the exercise or conversion price thereof by 25, all in accordance with the terms of the plans, agreements, or arrangements governing such options, warrants, and other convertible securities. Such proportional adjustments were also made to securities issued and issuable under any equity compensation plan.

The Reverse Stock Split affected all stockholders uniformly and each stockholder’s percentage ownership interest in the Company and proportional voting power remains virtually unchanged except for any immaterial changes and adjustments resulting from the treatment of fractional shares. The Reverse Stock Split did not alter the par value of the common stock or result in a change of the total number of authorized shares of common stock.

The trading symbol for the Company’s common stock is “SCNX” and the new CUSIP number for the common stock following the Reverse Stock Split is 8088X203.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth under Item 3.03 above is incorporated into this Item 5.03 by reference.

Item 7.01 Regulation FD Disclosure.

On September 30, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Forward Looking Statements

This Current Report on Form 8-K contains certain statements that may be deemed to be “forward-looking statements” within the federal securities laws, including the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Statements that are not historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Forward-looking statements relate to future events or our future performance or future financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our company, our industry, our beliefs and our assumptions. Such forward-looking statements include, but are not limited to, statements regarding our management team’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. In some cases, you can identify forward-looking statements by the following words: “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” or the negative of these terms or other similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are subject to a number of risks and uncertainties (some of which are beyond our control) that may cause actual results or performance to be materially different from those expressed or implied by such forward-looking statements. Accordingly, readers should not place undue reliance on any forward-looking statements. These risks include risks relating to agreements with third parties; our ability to obtain necessary stockholder approvals and the possibility that any proposed transactions do not close when expected or at all because any required approvals or other conditions to closing are not received or satisfied on a timely basis or at all; our ability to raise funding in the future, as needed, and the terms of such funding, including potential dilution caused thereby; our ability to continue as a going concern; security interests under certain of our credit arrangements; our ability to maintain the listing of our common stock on the Nasdaq Stock Market LLC; claims relating to alleged violations of intellectual property rights of others; the outcome of any current legal proceedings or future legal proceedings that may be instituted against us; unanticipated difficulties or expenditures relating to our business plan; and those risks detailed in our most recent Annual Report on Form 10-K, as amended, and subsequent reports filed with the Securities and Exchange Commission.

Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as otherwise provided by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Scienture Holdings, Inc.
99.1	Press Release dated September 30, 2026
104	Cover Page Interactive Data File (embedded with 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.

SCIENTURE HOLDINGS, INC.

By: /s/ Dr. Narasimhan Mani

Dr. Narasimhan Mani

Co-Chief Executive Officer

Date: October 7, 2026

CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION
OF
SCIENTURE HOLDINGS, INC.

a Delaware corporation

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), Scienture Holdings, Inc., a corporation organized and existing under the DGCL (the “**Corporation**”), hereby certifies as follows:

A. On September 17, 2026, the Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment (the “**Amendment**”) to the Corporation’s Second Amended and Restated Certificate of Incorporation, as amended (the “**Certificate**”).

B. The Certificate is hereby amended by amending and restating Article V, Subsection 3 to the Certificate as follows:

3. REVERSE STOCK SPLIT OF OUTSTANDING COMMON STOCK

Upon the filing and effectiveness (the “Effective Time”) pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Certificate of Incorporation, as amended, of the Corporation, each twenty-five (25) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “Reverse Stock Split”). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash that will be paid in lieu of any fractional shares otherwise issuable in connection with the Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“Old Certificates”), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

C. This Amendment to the Certificate has been duly approved and adopted in accordance with the provisions of Section 242 of the DGCL.

D. That this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation shall be effective as of 12:01 a.m. Eastern Time on the 5th day of October 2026.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by a duly authorized officer of the Corporation on this 1st day of October 2026.

By: /s/ Dr. Shankar Hariharan

Dr. Shankar Hariharan, Executive Chairman and Co-Chief Executive Officer



Scienture Holdings, Inc. Announces Reverse Stock Split

COMMACK, NY, September 30, 2026 (GLOBE NEWSWIRE) – SCIENTURE HOLDINGS, INC. (NASDAQ: SCNX) (“Scienture”), a holding company for existing and planned pharmaceutical operating companies focused on providing enhanced value to patients, physicians and caregivers through the development, commercialization, and distribution of novel specialty products that address unmet market needs, today announced that it has determined to effect a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-25. The reverse stock split is expected to take effect before markets open on Monday, October 5, 2026. The Company’s common stock will continue to be traded on the Nasdaq Capital Market under the symbol “SCNX” and will begin trading on a split-adjusted basis when the market opens on Monday, October 5, 2026. The new CUSIP number for the Company’s common stock following the reverse stock split will be 80880X203. As of September 30, 2026, the Company has 41,064,146 shares of common stock issued and outstanding. Following the reverse stock split, the Company expects to have approximately 1,642,565 shares of common stock issued and outstanding.

The reverse stock split is intended to enable the Company to achieve several important corporate objectives, including enabling the Company to maintain compliance with the minimum bid price requirement under Nasdaq’s continued listing criteria and making additional shares of common stock available for future issuance.

At the effective time of the reverse stock split, every 25 shares of the Company’s issued and outstanding common stock will be converted automatically into one issued and outstanding share of common stock without any change in the par value per share. Stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the 1-for-25 reverse stock split. The reverse split will not result in any change in the par value per share or the total number of authorized shares of common stock.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. No fractional shares will be issued in connection with the reverse stock split. Stockholders of record otherwise entitled to receive a fractional shares as a result of the reverse stock split will receive a cash payment in lieu of such fractional share. Proportional adjustments will be made to the number of shares of the Company’s common stock issuable upon exercise or conversion of the Company’s equity awards, convertible preferred stock and warrants, as well as the applicable exercise or conversion price. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company’s transfer agent, Continental Stock Transfer & Trust Company.

About Scienture Holdings, Inc.

SCIENTURE HOLDINGS, INC. (NASDAQ: SCNX), through its wholly owned subsidiary, Scienture, LLC, is a comprehensive pharmaceutical product company focused on providing enhanced value to patients, physicians and caregivers by offering novel specialty products to satisfy unmet market needs. Scienture, LLC is a branded, specialty pharmaceutical company consisting of a highly experienced team of industry professionals who are passionate about developing and bringing to market unique specialty products that provide enhanced value to patients and healthcare systems. The assets in development at Scienture are across therapeutics areas, indications and cater to different market segments and channels. For more information please visit: www.scientureholdings.com and www.scienture.com.

Cautionary Statements Regarding Forward-Looking Statements

This press release contains certain statements that may be deemed to be “forward-looking statements” within the federal securities laws, including the safe harbor provisions under the Private Securities Litigation Reform Act of 1995. Statements that are not historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to future events or our future performance or future financial condition. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our company, our industry, our beliefs and our assumptions. Such forward-looking statements include, but are not limited to, statements regarding our or our management team’s expectations, hopes, beliefs, intentions or strategies regarding the future, including for the intended reverse stock split and the products we may launch, the success those products may have in the marketplace, and our strategies related to those products. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. In some cases, you can identify forward-looking statements by the following words: “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “ongoing,” “plan,” “potential,” “predict,” “project,” “should,” or the negative of these terms or other similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are subject to a number of risks and uncertainties (some of which are beyond our control) that may cause actual results or performance to be materially different from those expressed or implied by such forward-looking statements. Accordingly, readers should not place undue reliance on any forward-looking statements. These risks include risks relating to agreements with third parties; our ability to raise funding in the future, as needed, and the terms of such funding, including potential dilution caused thereby; our ability to continue as a going concern; security interests under certain of our credit arrangements; our ability to maintain the listing of our common stock on The Nasdaq Stock Market LLC; claims relating to alleged violations of intellectual property rights of others; the outcome of any current legal proceedings or future legal proceedings that may be instituted against us; unanticipated difficulties or expenditures relating to our business plan; and those risks detailed in our most recent Annual Report on Form 10-K, as amended, and subsequent reports filed with the Securities and Exchange Commission.

Forward-looking statements speak only as of the date they are made. Scienture Holdings, Inc. undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise that occur after that date, except as otherwise provided by law.

Contact:

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