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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): May 28, 2026

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**SCYNEXIS, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36365**  
(Commission File Number)

**56-2181648**  
(IRS Employer  
Identification No.)

**1 Evertrust Plaza**  
**13th Floor**  
**Jersey City, New Jersey**  
(Address of Principal Executive Offices)

**07302-6548**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 201 884-5485**

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

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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:

- 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 \$0.001 per share	SCYX	The Nasdaq Capital Market

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.

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### Item 5.03. Amendments to Articles of Incorporation or Bylaws.

On May 28, 2026, SCYNEXIS, Inc., a Delaware corporation (the “Company”), filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Amendment”), to effect a one-for-eight (1:8) reverse stock split of its outstanding common stock (the “Reverse Stock Split”) and a reduction in the total number of authorized shares of its common stock from 150,000,000 to 18,750,000, effective as of May 29, 2026 (the “Share Reduction”). A series of alternate amendments to effect the Reverse Stock Split and a reduction in the total number of the authorized shares of the Company’s common stock was approved by the Company’s stockholders at a Special Meeting of Stockholders held on May 19, 2026, and the specific one-for-eight (1:8) ratio and the corresponding Share Reduction was subsequently approved by the Company’s Board of Directors on May 19, 2026.

The Amendment provides that, at the effective time of the Amendment, every eight (8) shares of the Company’s issued and outstanding common stock was automatically converted into one issued and outstanding share of common stock and the authorized shares of the Company’s common stock was reduced from 150,000,000 to 18,750,000, without any change in par value per share. The Reverse Stock Split affected all shares of the Company’s common stock outstanding immediately prior to the effective time of the Amendment, as well as the number of shares of common stock available for issuance under the Company’s equity compensation plans. In addition, the Reverse Stock Split effected a reduction in the number of shares of common stock issuable upon the exercise of stock options, restricted stock units and warrants outstanding immediately prior to the effectiveness of the Amendment with a corresponding increase in the exercise price per share applicable to such stock options and warrants.

No fractional shares were issued because of the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The Reverse Stock Split affected all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock (except to the extent that the Reverse Stock Split results in any stockholder owning only a fractional share).

The Company’s common stock is scheduled to begin trading on the Nasdaq Capital Market on a split-adjusted basis when the market opens on June 1, 2026 under the existing ticker symbol “SCYX”. The new CUSIP number for the common stock following the Reverse Stock Split is 811292 309. The par value per share of the common stock will remain unchanged at \$0.001.

The foregoing description is qualified in its entirety by the Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant.</a>
100	Cover Page Interactive Data File (formatted as Inline XBRL).

### 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.

SCYNEXIS, Inc.

Date: May 29, 2026

By: /s/ David Angulo, M.D.  
Name: David Angulo, M.D.

Title: Chief Executive Officer



**CERTIFICATE OF AMENDMENT OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
SCYNEXIS, INC.**

**SCYNEXIS, Inc.**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “Corporation”), hereby certifies that:

**First:** The name of the Corporation is **SCYNEXIS, Inc.** The Corporation was originally incorporated under the name Scyrex, Inc.

**Second:** The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is November 4, 1999.

**Third:** Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Amended and Restated Certificate of Incorporation amends the Corporation’s Amended and Restated Certificate of Incorporation as follows:

Article IV.A of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, is amended to read in its entirety as follows:

“A. This Corporation is authorized to issue two classes of stock to be designated, respectively, “*Common Stock*” and “*Preferred Stock*.” The total number of shares which the Corporation is authorized to issue is 23,750,000 shares. 18,750,000 shares shall be Common Stock, each having a par value of \$0.001. 5,000,000 shares shall be Preferred Stock, each having a par value of \$0.001. Upon effectiveness of this Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each eight (8) shares of the Corporation’s Common Stock issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock (the “*Reverse Stock Split*”); provided, however, that the Corporation shall issue no fractional shares as a result of the Reverse Stock Split but shall instead pay to the holder of such fractional share a sum in cash equal to such fraction multiplied by the closing sales price of the Corporation’s Common Stock as reported on the Nasdaq Capital Market (or such other principal market upon which its Common Stock is traded) on the last business day before the date this Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware.”

**Fourth:** Thereafter pursuant to a resolution of the Board of Directors, the amendment of Article IV.A. of the Amended and Restated Certificate of Incorporation was submitted to the stockholders of the Corporation for their approval, and was duly adopted at an Special Meeting of Stockholders held on May 19, 2026, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

This Certificate of Amendment shall be effective as of 4:05 p.m. Eastern Time on May 29, 2026.

**In Witness Whereof, SCYNEXIS, Inc.** has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 28th day of May, 2026.

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**SCYNEXIS, Inc.**

By: /s/ David Angulo, M.D.

David Angulo, M.D.

Chief Executive Officer

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