
**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): June 25, 2026

SCYNEXIS, Inc.

(Exact name of Registrant as Specified in Its Charter)

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)

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 Global 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.

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

On June 26, 2026, SCYNEXIS, Inc. (the “Company” or “SCYNEXIS”) filed a Certificate of Amendment (the “Amendment”) to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to increase the number of authorized shares of the Company’s stock from 23,750,000 shares to 65,000,000 shares, which reflects the increase in the number of authorized shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), from 18,750,000 to 60,000,000 shares.

As disclosed in Item 5.07 of this Current Report on Form 8-K, the Amendment was approved by the Company’s stockholders at the Annual Meeting held on June 25, 2026. For a description of the Amendment, see Proposal 6 in the Company’s definitive proxy statement for the Annual Meeting filed with the Commission on April 30, 2026.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 25, 2026, SCYNEXIS, Inc. held its 2026 Annual Meeting of Stockholders (the “Annual Meeting”). The record date for the Annual Meeting was April 27, 2026, which preceded the 1-for-8 reverse stock split that took effect on May 29, 2026, and therefore all final voting results set forth below represent share counts on a pre-reverse stock split basis. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the final tally of the number of votes cast: (a) for or withheld with respect to the election of directors; (b) for, against or abstain for the ratification of the appointment of Deloitte & Touche LLP as SCYNEXIS’s independent registered public accounting firm for the fiscal year ending December 31, 2026; (c) for, against or abstain for the advisory approval of the executive compensation as disclosed in SCYNEXIS’s proxy statement, filed with the Securities and Exchange Commission on April 30, 2026 (the “Proxy Statement”); (d) for, against or abstain for the advisory approval on the frequency of future advisory voting on executive compensation; (e) for, against or abstain for the amendment to the 2024 Equity Incentive Plan (the “2024 Plan”); and (f) for, against or abstain for the amendment to the Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of Common Stock.

Proposal 1: Each of the six directors proposed by SCYNEXIS for re-election was elected to serve until SCYNEXIS’s 2027 Annual Meeting of Stockholders or until his or her respective successor has been elected and qualified. The tabulation of votes on this matter was as follows:

	For	Withheld	Broker Non-Votes
David Angulo, M.D.	42,778,631	1,658,517	14,745,461
Armando Anido	42,774,453	1,662,695	14,745,461
Ann F. Hanham, Ph.D.	42,761,194	1,675,954	14,745,461
David Hastings	42,775,270	1,661,878	14,745,461
Guy Macdonald	42,769,133	1,668,015	14,745,461
Philippe Tinmouth	42,779,950	1,657,198	14,745,461

Proposal 2: The appointment of Deloitte & Touche LLP as SCYNEXIS’s independent registered public accounting firm for the fiscal year ending December 31, 2026, was ratified. The tabulation of votes on this matter was as follows:

For	Against	Abstain	Broker Non-Votes
56,745,060	1,878,978	558,571	—

Proposal 3: Advisory approval of the compensation of SCYNEXIS’s named executive officers as disclosed in the Proxy Statement, was approved. The tabulation of votes on this matter was as follows:

For	Against	Abstain	Broker Non-Votes
41,970,140	2,076,765	390,243	14,745,461

Proposal 4: Advisory approval on the frequency of future advisory voting on the compensation paid to SCYNEXIS's named executive officers as disclosed in the Proxy Statement, was approved. The tabulation of votes on this matter was as follows:

1 Year	2 Year	3 Year	Abstain	Broker Non-Votes
42,700,367	537,132	826,624	373,025	14,745,461

Proposal 5: The amendment to the 2024 Plan to, among other things, increase the aggregate number of shares of Common Stock authorized for issuance under the 2024 Plan by 9,600,000 shares (pre-reverse stock split), was approved. The tabulation of votes on this matter was as follows:

For	Against	Abstain	Broker Non-Votes
36,621,939	7,362,841	452,368	14,745,461

Proposal 6: The Amendment to our Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of Common Stock to 60,000,000 as disclosed in the Proxy Statement, was approved. The tabulation of votes on this matter was as follows:

For	Against	Abstain	Broker Non-Votes
45,814,090	12,437,086	931,433	—

Item 8.01 Other Events.

The Company has filed with the Commission a Registration Statement on Form S-3 (Registration Statement No. 333-295493) (the "Registration Statement"), which was declared effective by the Commission as of May 8, 2026, for the purpose of registering under the Securities Act of 1933, as amended (the "Securities Act"), the resale from time to time by the selling stockholders identified in the Registration Statement (the "Selling Stockholders") of up to 87,000,000 shares of the Common Stock, consisting of: (i) 34,750,000 shares of Common Stock already issued and outstanding and held by the Selling Stockholders; (ii) 8,750,000 shares of Common Stock issuable upon the exercise of pre-funded warrants held by the Selling Stockholders, each with an exercise price of \$0.0001 per share, which are immediately exercisable; and (iii) 43,500,000 shares of Common Stock issuable upon the exercise of common warrants (the "Common Warrants") held by the Selling Stockholders, each with an exercise price of \$1.20 per share. The Common Warrants became exercisable upon the effectiveness of the increase in the Company's authorized shares of Common Stock approved by the Company's stockholders at the Annual Meeting. In connection with the Registration Statement, the Company is filing as Exhibit 5.1 hereto an opinion of counsel with respect to the shares registered thereunder. Such opinion is incorporated by reference into the Registration Statement. All share counts and exercise prices in this paragraph represent values prior to the 1-for-8 reverse stock split that took effect on May 29, 2026.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1)
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.

SCYNEXIS, Inc.

Date: June 26, 2026

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

Name: David Angulo, M.D.

Its: 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 provisions 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 the 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 65,000,000 shares. 60,000,000 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.”

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 Annual Meeting of Stockholders held on June 25, 2026, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, SCYNEXIS, INC. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 26th day of June, 2026.

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SCYNEXIS, Inc.

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

David Angulo, M.D.
Chief Executive Officer



Allison Pang
+1 650 843 5315
apang@cooley.com

June 26, 2026

SCYNEXIS, Inc.
1 Evertrust Plaza, 13th Floor,
Jersey City, NJ 07302-6548

Ladies and Gentlemen:

We have acted as counsel to SCYNEXIS, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-3 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), covering the resale by the selling stockholders identified therein (the "**Selling Stockholders**") of up to 10,875,000 shares (representing 87,000,000 shares prior to the Company's 1-for-8 reverse stock split effective May 29, 2026 (the "**Reverse Stock Split**"), of the Company's common stock, par value \$0.001 per share ("**Common Stock**"), consisting of (i) 4,343,750 shares (the "**Shares**") of Common Stock that are currently outstanding (representing 34,750,000 shares of Common Stock prior to the Reverse Stock Split), (ii) up to 1,093,750 shares of Common Stock issuable upon the exercise of outstanding pre-funded warrants (the "**Pre-Funded Warrants**") (representing 8,750,000 shares of Common Stock prior to the Reverse Stock Split), and (iii) up to 5,437,500 shares of Common Stock issuable upon the exercise of other outstanding warrants (together with the Pre-Funded Warrants, the "**Warrants**") (representing 43,500,000 shares of Common Stock prior to the Reverse Stock Split). The shares of Common Stock issuable upon exercise of the Warrants are referred to herein as the "**Warrant Shares**". The Shares and the Warrants were issued pursuant to a Securities Purchase Agreement, dated March 30, 2026, by and among the Company and the Selling Stockholders (the "**Agreement**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, the Agreement, and such other documents, records, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject



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matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

With respect to the Warrant Shares, we express no opinion to the extent that future issuances of securities of the Company, antidilution adjustments to outstanding securities of the Company or other matters cause the Warrants to be exercisable for more shares of Common Stock than the number available for issuance by the Company or that the exercise price of the Warrants is below the par value of the Common Stock.

On the basis of the foregoing, in reliance thereon and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that (i) the Shares are validly issued, fully paid and nonassessable and (ii) the Warrant Shares, when issued in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the reference to our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.



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Very truly yours,

COOLEY LLP

By: /s/ Allison Pang
Allison Pang
