

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): March 5, 2026

DECOY THERAPEUTICS INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)
2450 Holcombe Blvd.
Suite X
Houston, TX
(Address of principal executive offices)

001-36812
(Commission
File Number)

47-5087339
(IRS Employer
Identification No.)
77021
(Zip Code)

(713) 913-5608
(Registrant's telephone number, including area code)

Salarius Pharmaceuticals, Inc.
(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 \$0.0001 per share	DCOY	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. ☐

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K (the “**Report**”) is incorporated herein by reference.

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

As previously disclosed, on February 24, 2026, at the 2026 Annual Meeting of Stockholders of Decoy Therapeutics Inc. (the “**Company**”), the stockholders approved a proposal to amend the Company’s Amended and Restated Certificate of Incorporation, as amended (“**Certificate of Incorporation**”), to effect a reverse split of the Company’s outstanding common stock, par value \$0.0001 (“**Common Stock**”), at a ratio in the range of 1-for-4 to 1-for-15, to be determined at the discretion of the Company’s Board of Directors (the “**Board**”), whereby each outstanding 4 to 15 shares would be combined, converted and changed into one share of Common Stock, to enable the Company to comply with The Nasdaq Capital Market’s (“**Nasdaq**”) continued listing requirements.

On February 25, 2026, the Board approved a 1-for-12 reverse stock split of the Company’s issued and outstanding shares of Common Stock (the “**Reverse Stock Split**”), effective March 6, 2026. On March 5, 2026, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation (the “**Certificate of Amendment**”) to effect the Reverse Stock Split. The Reverse Stock Split will become effective as of 5:00 p.m. Eastern Time on March 6, 2026 (the “**Effective Time**”), and the Common Stock is expected to begin trading on a split-adjusted basis when Nasdaq opens on March 9, 2026.

When the Reverse Stock Split becomes effective, every 12 shares of the Company’s issued and outstanding Common Stock will automatically be combined, converted and changed into one share of Common Stock, without any change in the number of authorized shares or the par value per share. In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of Common Stock, as applicable, and the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any fractional share of Common Stock that would be created as a result of the Reverse Stock Split will be rounded down to the next whole share and the stockholder will receive cash equal to the market value of the fractional share, determined by multiplying such fraction by the closing sales price of the Common Stock as reported on Nasdaq on the last trading day before the Reverse Stock Split becomes effective (on a split-adjusted basis). The number of authorized shares of the Company’s common stock will remain at 100 million, while the number of outstanding shares will be reduced from approximately 6.38 million to approximately 532,000.

The Common Stock will continue to trade on Nasdaq under the symbol “DCOY.” The new CUSIP number for the Common Stock following the Reverse Stock Split will be 79400X602.

Equiniti Trust Company, LLC, the Company’s transfer agent, will act as the exchange agent for the Reverse Stock Split.

For more information about the Reverse Stock Split, see the Company’s Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission (the “**SEC**”) and mailed to the Company’s stockholders on or about January 14, 2026, the relevant portions of which are incorporated herein by reference. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 8.01 Other Events.

On August 14, 2025, the Company issued a press release announcing the reverse split. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description

3.1	<u>Certificate of Amendment (Reverse Stock Split) to the Amended and Restated Certificate of Incorporation of the Registrant, effective March 6, 2026</u>
99.1	<u>Press Release of Decoy Therapeutics Inc. dated March 5, 2026</u>
104	Cover Page Interactive Data File (embedded within 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.

DECOY THERAPEUTICS INC.

Date: March 5, 2026

By: /s/ Mark J. Rosenblum

Mark J. Rosenblum

Executive Vice President and Chief Financial Officer

CERTIFICATE OF AMENDMENT

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DECOY THERAPEUTICS INC.**

Decoy Therapeutics Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

FIRST: The name of the Corporation is Decoy Therapeutics Inc., and the Corporation was originally incorporated pursuant to the DGCL on February 26, 2014 (as subsequently amended, the “**Certificate of Incorporation**”), under the name Flex Pharma, Inc.

SECOND: Article IV.A of the Certificate of Incorporation is amended and restated in its entirety to read as follows:

This Company is authorized to issue two classes of stock to be designated, respectively, “**Common Stock**” and “**Preferred Stock**.” The total number of shares which the Company is authorized to issue is 110,000,000 shares. 100,000,000 shares shall be Common Stock, each having a par value of \$0.0001. 10,000,000 shares shall be Preferred Stock, each having a par value of \$0.0001.

Upon the filing and effectiveness (the “**Effective Time**”) of this amendment to the Corporation’s Amended and Restated Certificate of Incorporation, as amended, pursuant to the Delaware General Corporation Law, each 12 shares of Common Stock issued immediately prior to the Effective Time (the “**Old Common Stock**”) shall be reclassified and combined into one validly issued, fully paid and non-assessable share of the Corporation’s common stock, \$0.0001 par value per share (the “**New Common Stock**”), without any action by the holder thereof (the “**Reverse Stock Split**”) and without increasing or decreasing the authorized number of shares of Common Stock or Preferred Stock. No fractional shares of New Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a certificate or book entry position which formerly represented shares of Old Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of New Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment equal to the fraction of a share of New Common Stock to which such holder would otherwise be entitled multiplied by the closing price per share of the New Common Stock on the Nasdaq Capital Market at the close of business on the date of the Effective Time. Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified and combined; provided, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled under the foregoing reclassification and combination.

3. This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall become effective as of 5:00 p.m., Eastern Time on March 6, 2026.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute this Certificate of Amendment on this 5th day of March, 2026.

DECOY THERAPEUTICS INC.

By: /s/ Mark Rosenblum
Name: Mark Rosenblum
Title: Executive Vice President and Chief
Financial Officer



Decoy Therapeutics Announces 1-for-12 Reverse Stock Split

CAMBRIDGE, March 5, 2026 – Decoy Therapeutics Inc. (NASDAQ: DCOY), a preclinical-stage biopharmaceutical company that is engineering the next generation of peptide conjugate therapeutics, today announced that it will effect a 1-for-12 reverse stock split at 5:00 p.m. Eastern Time, on March 6, 2026. Beginning with the opening of trading on March 9, 2026, Decoy's common stock will trade on the Nasdaq Capital Market on a split-adjusted basis under a new CUSIP number 79400X602.

The reverse stock split is intended to enable Decoy to regain compliance with the \$1.00 minimum closing bid price requirement for continued listing on the Nasdaq Capital Market.

At a special meeting of stockholders held on February 24, 2026, Decoy's stockholders approved the proposal to authorize Decoy's Board of Directors to file an amendment to Decoy's amended and restated certificate of incorporation ("Certificate of Incorporation") to effect the reverse split at a ratio to be determined by the Board, ranging from 1-for-4 to 1-for-15. The specific 1-for-12 ratio was subsequently approved by Decoy's Board of Directors and the reverse stock split will be effected by filing a Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware.

The reverse split will affect all issued and outstanding shares of Decoy's common stock. At the effective time of the reverse stock split the number of shares of common stock issued and outstanding will be reduced from approximately 6.38 million shares to approximately 532,000 shares. All outstanding options and warrants entitling their holders to purchase shares of Decoy's common stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares reserved for future issuance pursuant to Decoy's 2015 Equity Incentive Plan and Employee Stock Purchase Plan will also be appropriately adjusted. The reverse stock split will affect all stockholders uniformly and will not affect any stockholder's ownership percentage of Decoy's shares (except to the extent that the reverse stock split would result in some of the stockholders receiving cash in lieu of fractional shares). Stockholders will receive cash in lieu of fractional shares based on the closing price per share of Decoy's common stock as quoted on the Nasdaq Capital Market on March 6, 2026. The reverse stock split will not reduce the number of authorized shares of common stock or preferred stock or change the par values of Decoy's common stock (which will remain at \$0.0001 per share) or preferred stock (which will remain at \$0.0001 per share).

Equiniti Trust Company, LLC, ("Equiniti") is acting as the exchange agent and transfer agent for the reverse stock split. Equiniti will provide instructions to stockholders with physical certificates regarding the process for exchanging their pre-split stock certificates for post-split shares in book-entry form and receiving payment for any fractional shares.

Additional information about the reverse stock split can be found in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission ("SEC") on January 9, 2026. The Proxy Statement is available at www.sec.gov or on Decoy's website at decoytx.com.

About Decoy Therapeutics Inc.

Decoy Therapeutics is a preclinical-stage biotechnology company that is leveraging ML and AI tools alongside high-speed synthesis techniques to rapidly design, engineer and manufacture peptide conjugate drug candidates that target serious unmet medical needs. The company's initial pipeline is focused on respiratory viruses and GI cancers. Decoy has attracted financing from institutional investors as well as significant non-dilutive capital from the Massachusetts Life Sciences Seed Fund, the Google AI startup program and the NVIDIA Inception program among other sources. The company has also received QuickFire Challenge award funding provided by the Biomedical Advanced Research and Development Authority (BARDA) through BLUE KNIGHT™, a collaboration between Johnson & Johnson Innovation – JLABS and BARDA within the Administration for Strategic Preparedness and Response.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 regarding Decoy, including expected achievement of milestones for its lead asset and future prospects of Decoy. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of Decoy, as well as assumptions made by, and information currently available to, management. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "can," "should," "would," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend," and other similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: the risk that the Company will not obtain sufficient financing to execute on their business plans and risks related to Decoy's products and development plans, including unanticipated issues with any IND application process and the potential of the IMP3ACT™ platform. Readers are urged to carefully review and consider the various disclosures made by the Company in its reports filed with the SEC, including its Current Report on Form 8-K filed on August 22, 2025, its Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as revised or supplemented by its Quarterly Reports on Form 10-Q and other documents filed with the SEC. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, Decoy's actual results may vary materially from those expected or projected.

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