
**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): December 08, 2025

Jaguar Health, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36714
(Commission File Number)

46-2956775
(IRS Employer
Identification No.)

200 Pine Street
Suite 400
San Francisco, California
(Address of Principal Executive Offices)

94104
(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 371-8300

(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	JAGX	The Nasdaq Stock 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 5.07 Submission of Matters to a Vote of Security Holders.

On December 8, 2025, Jaguar Health, Inc. (the “Company”) held a special meeting of stockholders of the Company (the “Special Meeting”). Three proposals were submitted to and approved by the Company’s stockholders. The proposals are described in details in the Company’s definitive proxy statement for the Special Meeting (the “Proxy Statement”), filed with the Securities and Exchange Commission on November 10, 2025. At the Special Meeting, (i) a total of 747,205 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), out of a total of 3,735,835 shares of Common Stock issued and outstanding and entitled to vote at the Special Meeting, (ii) a total of 121.3822 shares of the Company’s Series L Perpetual Preferred Stock, par value \$0.0001 per share (the “Series L Preferred Stock”), representing all of the issued and outstanding shares of Series L Preferred Stock entitled to vote at the Special Meeting, (iii) a total of 235 shares of the Company’s Series M Perpetual Preferred Stock, par value \$0.0001 per share (the “Series M Preferred Stock”), out of a total of 260 shares of Series M Preferred Stock issued and outstanding and entitled to vote at the Special Meeting, and (iv) a total of 810.8 shares of the Company’s Series N Perpetual Preferred Stock, par value \$0.0001 per share (the “Series N Preferred Stock”), out of a total of 950.8 shares of Series N Preferred Stock issued and outstanding and entitled to vote at the Special Meeting, each as of October 31, 2025, the record date for the Special Meeting, were represented in person or by proxy at the Special Meeting. As described in the Proxy Statement, (i) each share of Series L Preferred Stock entitles the holder of record thereof to 3,787 votes (on an as converted to Common Stock basis); provided, that, any holder of Series L Preferred Stock is not entitled to vote, on an as-converted basis and in the aggregate with respect to any shares of Common Stock and preferred stock of the Company beneficially owned by such holder and any affiliates of such holder, more than 9.99% of the Company’s outstanding shares of Common Stock as of the record date (the “9.99% Voting Cap”); (ii) each share of Series M Preferred Stock entitles the holder of record thereof to 10,000 votes (on an as converted to Common Stock basis); provided, that, any holder of Series M Preferred Stock is not entitled to vote, on an as-converted basis and in the aggregate with respect to any shares of Common Stock and preferred stock of the Company beneficially owned by such holder and any affiliates of such holder, more than the 9.99% Voting Cap; and (iii) each share of Series N Preferred Stock entitles the holder of record thereof to 1,428 votes (on an as converted to Common Stock basis); provided, that, any holder of Series N Preferred Stock is not entitled to vote, on an as-converted basis and in the aggregate with respect to any shares of Common Stock and preferred stock of the Company beneficially owned by such holder and any affiliates of such holder, more than 19.99% of the Company’s outstanding shares of Common Stock as of the record date (the “19.99% Voting Cap”).

The final results for the votes regarding each proposal are set for below.

1 Proposal to approve, for purposes of Nasdaq Listing Rule 5635(d) (“Rule 5635(d)”), the issuance of shares of Common Stock issuable upon exchange and/or redemption of shares of Series N Preferred Stock issued to certain accredited investors. The votes regarding this proposal were as follows:

For	Against	Abstained	Broker Non-Votes
1,032,716	73,065	14,633	0

2 Proposal to approve, for purposes of Nasdaq Rule 5635(d), the issuance of shares of Common Stock (the “New PIPE Shares”) and a pre-funded warrant to purchase shares of Common Stock (the “Pre-Funded PIPE Warrant” and, together with the New PIPE Shares and shares of Common Stock underlying the Pre-Funded PIPE Warrant, the “New PIPE Securities”) issued by the Company pursuant to that certain securities purchase agreement, dated September 28, 2025, between the Company and the purchaser named therein (the “New PIPE Purchase Agreement”). The votes regarding this proposal were as follows:

For	Against	Abstained	Broker Non-Votes
2,049,724	71,765	12,805	0

3 Proposal to approve, one or more adjournments of the Special Meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the Special Meeting to approve proposals 1 and 2. The votes regarding this proposal were as follows:

For	Against	Abstained	Broker Non-Votes
2,058,277	61,460	14,557	0

Item 7.01 Regulation FD Disclosure.

On December 8, 2025, the Company issued a press release announcing the results of the Special Meeting, a copy of which is furnished as Exhibit 99.1.

The information in Exhibit 99.1 attached hereto 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, or incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated December 8, 2025
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.

JAGUAR HEALTH, INC

Date: December 8, 2025

By: /s/ Lisa A. Conte

Lisa A. Conte

Chief Executive Officer & President



Jaguar Health Reports Approval of All Proposals at December 2025 Special Meeting of Stockholders

Jaguar CEO Lisa Conte presenting December 8, 2025 from 3:25pm - 3:35pm Eastern at the Emerging Growth Conference to provide updates on near-term catalysts; [Click here to register](#)

Initial results of ongoing investigator-initiated proof-of-concept trial demonstrate crofelemer can potentially extend the lives of infants born with intestinal failure due to microvillus inclusion disease (MVID), reducing the volume of the total parenteral support (PS) necessary for them to survive, though with associated toxicity; Groundbreaking PS reduction of up to 37%; No approved treatments exist for MVID

Company completed meeting with FDA October 2, 2025 for advice on advancing its ongoing placebo-controlled trial of crofelemer in support of possible expedited approval pathway for crofelemer for treatment of MVID

San Francisco, CA (December 8, 2025): Jaguar Health, Inc. (NASDAQ: JAGX) (“Jaguar” or the “Company”) today announced the voting results of the Company’s Special Meeting of Stockholders held on December 8, 2025 (the “Special Meeting”).

Three proposals were submitted to and approved by the stockholders of the Company at the Special Meeting. The proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A relating to the Special Meeting filed with the Securities and Exchange Commission on November 10, 2025. Stockholders may obtain a free copy of the proxy statement and other documents filed by Jaguar with the SEC at <http://www.sec.gov>. The proxy statement is also available on the Company’s corporate website.

About the Jaguar Health Family of Companies

Jaguar Health, Inc. (Jaguar) is a commercial stage pharmaceuticals company focused on developing novel proprietary prescription medicines sustainably derived from plants from rainforest areas for people and animals with gastrointestinal distress, specifically associated with overactive bowel, which includes symptoms such as chronic debilitating diarrhea, urgency, bowel incontinence, and cramping pain. Jaguar family company Napo Pharmaceuticals (Napo) focuses on developing and commercializing human prescription pharmaceuticals for essential supportive care and management of neglected gastrointestinal symptoms across multiple complicated disease states. Napo’s crofelemer is FDA-approved under the brand name Mytesi® for the symptomatic relief of noninfectious diarrhea in adults with HIV/AIDS on antiretroviral therapy. Jaguar family company Napo Therapeutics is an Italian corporation Jaguar established in Milan, Italy in 2021 focused on expanding crofelemer access in Europe and specifically for orphan diseases. Jaguar Animal Health is a Jaguar tradename. Magdalena Biosciences, a joint venture formed by Jaguar and Filament Health Corp. that emerged from Jaguar’s Entheogen Therapeutics Initiative (ETI), is focused on developing novel prescription medicines derived from plants for mental health indications.

For more information about:

Jaguar Health, visit <https://jaguar.health>

Napo Pharmaceuticals, visit www.napopharma.com

Napo Therapeutics, visit napotherapeutics.com

Magdalena Biosciences, visit magdalenabiosciences.com



Canalevia-CA1, visit canalevia.com

Visit the *Make Cancer Less Shitty* patient advocacy program on Bluesky, X, Facebook & Instagram

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements.” These include statements regarding Jaguar’s expectation that Jaguar management will present at the December 2025 Emerging Growth Conference, Jaguar’s expectation that crofelemer can potentially extend the lives of infants born with intestinal failure due to MVID, reducing the volume of PS necessary for them to survive, and Jaguar’s expectation that an expedited approval pathway may be possible for crofelemer for treatment of MVID. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “aim,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential” or “continue” or the negative of these terms or other similar expressions. The forward-looking statements in this release are only predictions. Jaguar has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements speak only as of the date of this release and are subject to several risks, uncertainties, and assumptions, some of which cannot be predicted or quantified and some of which are beyond Jaguar’s control. Except as required by applicable law, Jaguar does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Source: Jaguar Health, Inc.

Contact:

hello@jaguar.health

Jaguar-JAGX
