

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): September 15, 2026

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 8.01 of this Current Report on Form 8-K is incorporated by reference herein.

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

On September 15, 2026, Jaguar Health, Inc. (the “Company”) filed a Certificate of Elimination (the “Certificate of Elimination”) with the Secretary of State of the State of Delaware with respect to the Company’s Series B-2 Convertible Preferred Stock, Series C Perpetual Preferred Stock, Series D Perpetual Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Convertible Preferred Stock, Series H Convertible Preferred Stock, Series I Convertible Preferred Stock, Series J Perpetual Preferred Stock, Series K Junior Participating Preferred Stock, Series L Perpetual Preferred Stock, Series M Perpetual Preferred Stock, Series N Perpetual Preferred Stock, and Series O Convertible Preferred Stock (collectively, the “Specified Series Preferred Stock”), which, effective upon filing, eliminated from the Company’s Third Amended and Restated Certificate of Incorporation (as amended, the “Certificate of Incorporation”) all matters set forth in the applicable certificates of designation with respect to the Specified Series Preferred Stock and returned shares of the Specified Series Preferred Stock to authorized but undesignated shares of the Company’s preferred stock.

All outstanding shares of the Specified Series Preferred Stock had been converted, exchanged or otherwise disposed of in accordance with their respective terms prior to September 15, 2026. No shares of any Specified Series Preferred Stock were outstanding immediately before the filing of the Certificates of Elimination.

The forgoing description of the Certificates of Elimination does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the full text of the Certificates of Elimination, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

As previously disclosed, on September 17, 2026, the Company effected a 1-for-15 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share (“Common Stock”). Upon completion of the Reverse Stock Split, the Company had a post reverse stock split number of outstanding shares of Common Stock of approximately 520,088.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Elimination of Series B-2 Convertible Preferred Stock, Series C Perpetual Preferred Stock, Series D Perpetual Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Convertible Preferred Stock, Series H Convertible Preferred Stock, Series I Convertible Preferred Stock, Series J Perpetual Preferred Stock, Series K Junior Participating Preferred Stock, Series L Perpetual Preferred Stock, Series M Perpetual Preferred Stock, Series N Perpetual Preferred Stock, and Series O Convertible Preferred Stock of Jaguar Health, Inc.</u>
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.

JAGUAR HEALTH, INC.

Date: September 21, 2026

By: /s/ Lisa A. Conte

Lisa A. Conte

Chief Executive Officer & President

CERTIFICATE OF ELIMINATION
OF
SERIES B-2 CONVERTIBLE PREFERRED STOCK
SERIES C PERPETUAL PREFERRED STOCK
SERIES D PERPETUAL PREFERRED STOCK
SERIES E PREFERRED STOCK
SERIES F PREFERRED STOCK
SERIES G CONVERTIBLE PREFERRED STOCK
SERIES H CONVERTIBLE PREFERRED STOCK
SERIES I CONVERTIBLE PREFERRED STOCK
SERIES J PERPETUAL PREFERRED STOCK
SERIES K JUNIOR PARTICIPATING PREFERRED STOCK
SERIES L PERPETUAL PREFERRED STOCK
SERIES M PERPETUAL PREFERRED STOCK
SERIES N PERPETUAL PREFERRED STOCK
SERIES O CONVERTIBLE PREFERRED STOCK
OF
JAGUAR HEALTH, INC.

(Pursuant to Section 151 of the
 General Corporation Law of the State of Delaware)

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, Jaguar Health, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions setting forth the proposed elimination of the series of Preferred Stock as set forth herein:

RESOLVED FURTHER, that no shares of the following series of Preferred Stock are outstanding and none will be issued: the Series B-2 Convertible Preferred Stock, the Series C Perpetual Preferred Stock, the Series D Perpetual Preferred Stock, the Series E Preferred Stock, the Series F Preferred Stock, the Series G Convertible Preferred Stock, the Series H Convertible Preferred Stock, the Series I Convertible Preferred Stock, the Series J Perpetual Preferred Stock, the Series K Junior Participating Preferred Stock, the Series L Perpetual Preferred Stock, the Series M Perpetual Preferred Stock, the Series N Perpetual Preferred Stock and the Series O Convertible Preferred Stock (collectively, the “Specified Series Preferred Stock”); and be it

RESOLVED FURTHER, that all matters set forth in the applicable certificates of designation with respect to the Specified Series Preferred Stock be eliminated from the Corporation’s Third Amended and Restated Certificate of Incorporation (as amended, the “Certificate of Incorporation”); and be it

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is, authorized to, personally or by attorney, in the name and on behalf of the Corporation, execute, deliver and cause to be filed in the office of the Secretary of State of the State of Delaware a Certificate of Elimination pursuant to the provisions of Section 151(g) of the DGCL for the purpose of eliminating from the Certificate of Incorporation, all matters set forth in the Certificate of Designation with respect to each of the Specified Series Preferred Stock.

SECOND: That the Certificate of Designation with respect to the Series B-2 Convertible Preferred Stock was filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 23, 2019. That the Certificate of Designation with respect to the Series C Perpetual Preferred Stock was filed in the office of the Secretary of State on September 1, 2020. That the Certificate of Designation with respect to the Series D Perpetual Preferred Stock was filed in the office of the Secretary of State on September 1, 2020. That the Certificate of Designation with respect to the Series E Preferred Stock was filed in the office of the Secretary of State on August 18, 2022. That the Certificate of Designation with respect to the Series F Preferred Stock was filed in the office of the Secretary of State on November 10, 2022. That the Certificate of Designation with respect to the Series G Convertible Preferred Stock was filed in the office of the Secretary of State on May 9, 2023. That the Certificate of Designation with respect to the Series H Convertible Preferred Stock was filed in the office of the Secretary of State on June 28, 2023. That the Certificate of Designation with respect to the Series I Convertible Preferred Stock was filed in the office of the Secretary of State on September 29, 2023. That the Certificate of Designation with respect to the Series J Perpetual Preferred Stock was filed in the office of the Secretary of State on March 1, 2024. That the Certificate of Designation with respect to the Series K Junior Participating Preferred Stock was filed in the office of the Secretary of State on February 27, 2025. That the Certificate of Designation with respect to the Series L Perpetual Preferred Stock was filed in the office of the Secretary of State on May 14, 2025. That the Certificate of Designation with respect to the Series M Perpetual Preferred Stock was filed in the office of the Secretary of State on June 27, 2025. That the Certificate of Designation with respect to the Series N Perpetual Preferred Stock was filed in the office of the Secretary of State on September 9, 2025. That the Certificate of Designation with respect to the Series O Convertible Preferred Stock was filed in the office of the Secretary of State on March 2, 2026.

THIRD: None of the authorized shares of any of the Specified Series Preferred Stock are outstanding, and none will be issued.

FOURTH: That in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Corporation's Third Amended and Restated Certificate of Incorporation, as amended, is hereby amended to eliminate all matters set forth in the applicable Certificates of Designation with respect to each of the Specified Series Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be duly executed by its duly authorized officer, this 15th day of September, 2026.

Jaguar Health, Inc.

By: /s/ Lisa A. Conte
Name: Lisa A. Conte
Title: President & CEO