

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): August 8, 2025

VERU INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

1-13602
(Commission
File Number)

39-1144397
(IRS Employer
Identification No.)

2916 N. Miami Avenue, Suite 1000, Miami, Florida 33127
Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(305) 509-6897**

Not Applicable
(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 (see General Instruction A.2. below):

- ☐ 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, \$0.01 par value per share	VERU	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 is incorporated herein by reference.

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

On August 8, 2025, Veru Inc. (the "Company") filed Articles of Amendment to the Company's Amended and Restated Articles of Incorporation to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), effective 11:59 pm CT on August 8, 2025 (the "Effective Time"). Beginning with the opening of trading on or about August 11, 2025, the Common Stock will trade on the Nasdaq Capital Market on a split-adjusted basis under new CUSIP number 92536C202 and will continue to trade under the symbol "VERU."

At a special meeting of shareholders of the Company held on July 25, 2025, the shareholders of the Company approved a proposal to approve an amendment to the Company's Amended and Restated Articles of Incorporation to effect a reverse stock split at a ratio to be determined by the Board of Directors of the Company within a range of 1-for-2 to 1-for-20. The Board of Directors subsequently approved the ratio of 1-for-10 for the Reverse Stock Split. As a result of the Reverse Stock Split, every 10 shares of Common Stock issued and outstanding were converted into one share of Common Stock as of the Effective Time. No fractional shares will be issued in connection with the Reverse Stock Split. Shareholders will instead receive cash in lieu of fractional shares.

The Reverse Stock Split will not reduce the number of authorized shares of Common Stock, or change the par value of the Common Stock. The Reverse Stock Split will affect all shareholders uniformly and will not affect any shareholder's ownership percentage of the Company's shares of Common Stock (except to the extent that the Reverse Stock Split results in some of the shareholders receiving cash in lieu of fractional shares). In addition, effective as of the Effective Time and as a result of the Reverse Stock Split, proportionate adjustments were made in accordance with the terms of the Company's 2008 Stock Incentive Plan, 2017 Equity Incentive Plan, 2018 Equity Incentive Plan and 2022 Employment Inducement Equity Incentive Plan (collectively, the "Plans"), with respect to the number of shares of Common Stock subject to outstanding equity awards, the per-share exercise price with respect to those awards, the number of shares of Common Stock reserved for future issuance under the Plans and limits on the size of grants pursuant to the Plans.

On August 6, 2025, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is filed herewith as Exhibit 99.1 hereto.

Item 8.01. Other Events.

The information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

The Company has Registration Statements on Form S-8 (File No. 333-154252, 333-222513, 333-228789, 333-231489, 333-238218, 333-264877 and 333-266791) on file with the Securities and Exchange Commission (the "Commission"). Commission regulations permit the Company to incorporate by reference future filings made with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offerings covered by registration statements filed on Form S-3 or Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements. Information in this Item 8.01 of this Current Report on Form 8-K is therefore intended to be automatically incorporated by reference into each of the active registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act, the amount of undistributed shares of Common Stock deemed to be covered by the effective registration statements of the Company described above are proportionately reduced as of the Effective Time to give effect to the Reverse Stock Split.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

The following exhibits are filed herewith:

Exhibit No.	Description
3.1	Articles of Amendment to Amended and Restated Articles of Incorporation of Veru Inc.
99.1	Press Release of Veru Inc., issued on August 6, 2025.
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.

Date: August 12, 2025

VERU INC.

By: /s/ Michele Greco

Michele Greco
Chief Financial Officer and
Chief Administrative Officer

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
VERU INC.

1. The corporate name is Veru Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Wisconsin Business Corporation Law.
2. The amendment adopted relates to Article V of the Amended and Restated Articles of Incorporation of the Corporation. Article V is amended to add the following paragraph at the end of Article V as a new Section 4:

"4. Reverse Stock Split. Upon this Amendment to the Amended and Restated Articles becoming effective (the "Reverse Stock Split Effective Time"), each ten (10) shares of Common Stock issued and outstanding immediately prior to the Reverse Stock Split Effective Time shall automatically be reclassified and combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split. In lieu thereof, (a) with respect to holders of one or more certificates, if any, which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, upon surrender after the Effective Time of such certificate or certificates, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the Effective Time, shall be entitled to receive a cash payment (the "Fractional Share Payment") equal to the fraction of which such holder would otherwise be entitled multiplied by the closing price per share on the trading day immediately preceding the Effective Time as reported by the Nasdaq Capital Market (as adjusted to give effect to the Reverse Stock Split); provided that, whether or not fractional shares would be issuable as a result of the Reverse Stock Split shall be determined on the basis of (i) the total number of shares of Common Stock that were issued and outstanding immediately prior to the Effective Time formerly represented by certificates that the holder is at the time surrendering and (ii) the aggregate number of shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificates shall have been reclassified, combined and reconstituted; and (b) with respect to holders of shares of Common Stock in book-entry form in the records of the Corporation's transfer agent that were issued and outstanding immediately prior to the Effective Time, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split (after aggregating all fractional shares), following the Effective Time, shall be entitled to receive the Fractional Share Payment automatically and without any action by the holder. Any stock certificates and book-entry position that, immediately prior to the Effective Time, represented shares of Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock equal to the product obtained by multiplying the number of shares of Common Stock represented by such certificates or book-entry position immediately prior to the Effective Time by one divided by ten (10)."

3. The foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation, was approved and adopted by the Board of Directors of the Corporation on May 6, 2025 and the shareholders of the Corporation on July 25, 2025 in accordance with Section 180.1003 of the Wisconsin Business Corporation Law.

4. These Articles of Amendment shall be effective at 11:59 p.m., Central Time, on August 8, 2025.

[Signature page follows]

Dated this 8th day of August, 2025.

VERU INC.

BY /s/ Mitchell S. Steiner

Mitchell S. Steiner

Chairman, Chief Executive Officer and President

This document was drafted by Christopher M. Hruska, Esq.



Investor and Media Contact:

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Veru Announces Reverse Stock Split

MIAMI, FL – August 6, 2025 – Veru Inc. (NASDAQ: VERU), a late clinical stage biopharmaceutical company focused on developing innovative medicines for the treatment of cardiometabolic and inflammatory diseases, today announced that it will effect a 1-for-10 reverse stock split of its shares of common stock. The reverse stock split will become effective at 11:59 pm CT on Friday, August 8, 2025. The Company's common stock is expected to begin trading on the Nasdaq Capital Market under the same symbol (VERU) on a split-adjusted basis at the market open on August 11, 2025 with the new CUSIP number 92536C202.

At the effective time, all outstanding stock options, stock appreciation rights, and equity incentive plans will be proportionally affected. Every 10 shares of issued and outstanding shares of the Company's common stock will automatically be reclassified into one issued and outstanding share of common stock without any change in the par value of \$0.01 per share. No fractional shares will be issued in connection with the reverse stock split and shareholders will be entitled to a cash payment in lieu of fractional shares. The reverse stock split will affect all shareholders uniformly and will not affect any shareholder's ownership percentage of Veru's shares, except for those shareholders receiving a cash payment in lieu of fractional shares.

The Company is primarily implementing the reverse stock split to enable it to regain compliance with the Nasdaq \$1.00 minimum bid price requirement. The reverse stock split was approved by the Company's shareholders at the Special Meeting of Shareholders on July 25, 2025. Subsequently, the Board of Directors approved the reverse stock split at a ratio of 1-for-10.

Computershare Inc. and its affiliate Computershare Trust Company, N.A., the Company's transfer agent (collectively, "Computershare"), will act as the exchange agent for the reverse stock split. Shareholders of record holding certificates representing pre-split shares of the Company's common stock will receive a letter of transmittal from Computershare with instructions on how to surrender certificates representing pre-split shares. Such shareholders should not send in their pre-split certificates until they receive a letter of transmittal from Computershare. Shareholders of record who held pre-split certificates will receive their post-split shares in book-entry form and will receive a statement from Computershare regarding their Company common stock ownership post-reverse stock split. Shareholders with book-entry shares or who hold their shares through a bank, broker, or other nominee will not need to take any action.

Additional information about the reverse stock split can be found in the definitive proxy statement filed with the Securities and Exchange Commission (SEC) on June 10, 2025, which is available on the SEC's website, www.sec.gov, and the Company's website at www.verupharma.com.

About Veru Inc.

Veru is a late clinical stage biopharmaceutical company focused on developing innovative medicines for the treatment of cardiometabolic and inflammatory diseases. The Company's drug development program includes two late-stage novel small molecules, enobosarm and sabizabulin. Enobosarm, a selective androgen receptor modulator (SARM), is being developed as a next generation drug that makes weight reduction by GLP-1 RA drugs more tissue selective for loss of fat and preservation of lean mass thereby improving body composition and physical function. Sabizabulin, a microtubule disruptor, is being developed for the treatment of inflammation in atherosclerotic cardiovascular disease.

Forward-Looking Statements

This press release contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995, including, without limitation, express or implied statements related to the reverse stock split and expectations with respect to compliance with the minimum required bid price for continued listing on the Nasdaq Capital Market. The words "anticipate," "believe," "could," "expect," "intend," "may," "opportunity," "plan," "predict," "potential," "estimate," "should," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based upon current plans and strategies of the Company and reflect the Company's current assessment of the risks and uncertainties related to its business and are made as of the date of this press release. The Company assumes no obligation to update any forward-looking statements contained in this press release because of new information or future events, developments or circumstances. Such forward-looking statements are subject to known and unknown risks, uncertainties and assumptions, and if any such risks or uncertainties materialize or if any of the assumptions prove incorrect, our actual results could differ materially from those expressed or implied by such statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to: market conditions and their impact on the trading price of the Company's common stock on the Nasdaq Capital Market; the development of the Company's product portfolio and the results of clinical studies possibly being unsuccessful or insufficient to meet applicable regulatory standards or warrant continued development; the Company's ability to reach agreement with FDA on study design requirements for the Company's planned clinical studies, including for the Phase 3 program for enobosarm as a body composition drug and the number of Phase 3 studies to be required and the cost thereof; potential delays in the timing of and results from clinical trials and studies, including as a result of an inability to enroll sufficient numbers of subjects in clinical studies or an inability to enroll subjects in accordance with planned schedules; the ability to fund planned clinical development as well as other operations of the Company; the timing of any submission to the FDA or any other regulatory authority and any determinations made by the FDA or any other regulatory authority; the potential for disruptions at the FDA or other government agencies to negatively affect our business; any products of the Company, if approved, possibly not being commercially successful; the ability of the Company to obtain sufficient financing on acceptable terms when needed to fund development and operations; demand for, market acceptance of, and competition against any of the Company's products or product candidates; new or existing competitors with greater resources and capabilities and new competitive product approvals and/or introductions; changes in regulatory practices or policies or government-driven healthcare reform efforts, including pricing pressures and insurance coverage and reimbursement changes; the Company's ability to protect and enforce its intellectual property; costs and other effects of litigation, including product liability claims and securities litigation; the Company's ability to identify, successfully negotiate and complete suitable acquisitions or other strategic initiatives; the Company's ability to successfully integrate acquired businesses, technologies or products; and other risks detailed from time to time in the Company's press releases, shareholder communications and Securities and Exchange Commission filings, including the Company's Form 10-K for the year ended September 30, 2024, and subsequent quarterly reports on Form 10-Q. These documents are available on the "SEC Filings" section of our website at www.verupharma.com/investors.