
**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 12, 2025**

PROPHASE LABS, INC.

(Exact name of Company as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-21617
(Commission
File Number)

23-2577138
(I.R.S. Employer
Identification No.)

626 RXR Plaza, 6th Floor
Uniondale, New York
(Address of principal executive offices)

11556
(Zip Code)

Registrant's telephone number, including area code: **(516) 989-0763**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14(d)-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 Exchange Act:

| Title of Each Class | Trading Symbol | Name of Each Exchange of Which Registered |
|----------------------------------|----------------|---|
| Common Stock, par value \$0.0005 | PRPH | Nasdaq Capital Markets |

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 8.01 Other Events

In the Company’s Prospectus Supplement on Form S-3 previously filed on October 15, 2025, the Company previously filed an opinion of counsel pursuant to Item 5.1. The Company has retained new counsel and is submitting a replacement opinion of counsel under Item 9.01. This opinion supersedes, replaces, and renders of no further effect the opinion previously filed under Item 5.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| No. | Description |
|------|---|
| 5.1. | Opinion of Counsel (includes consent of counsel) |
| 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.

ProPhase Labs, Inc.

By: /s/ Ted Karkus
Ted Karkus
Chairman of the Board and Chief Executive Officer

Date: Friday, December 19, 2025



Brinen & Associates, LLC

Joshua D. Brinen
 Attorney at Law
 New York Office
 jbrinen@brinenlaw.com

Member New York, New Jersey, Florida, California, Texas & Nevada Bar
 LL.M. in Taxation

December 19, 2025

VIA EDGAR SUBMISSION ONLY

ProPhase Labs, Inc.
 626 RXR Plaza, 6th Floor
 Uniondale, New York 11556

Re: Registration Statement on Form S-3 (File No. 333-283182); Legality of Securities
Our File No.: ProPhase Labs, Inc.05

To Whom It May Concern:

We have acted as counsel to ProPhase Labs, Inc., a Delaware corporation (the “Company”), in connection with the offer and sale from time to time by the Company of our common stock having an aggregate offering price of up to \$4,265,221 shares (the “Shares”), par value \$0.0005 per share, pursuant to that certain At-the-Market Offering Sales Agreement dated as of October 9, 2025 (the “Sales Agreement”), by and between the Company and WestPark Capital, Inc. (the “Sales Agent”). The shares will be offered and sold pursuant to the prospectus supplement dated October 15, 2025 (the “Prospectus Supplement”), filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the “Securities Act”), supplementing the prospectus dated November 20, 2024 (the “Base Prospectus”), that forms part of the Company’s shelf registration statement of Form S-3 (File No. 333-283182) (the “Registration Statement”).

As counsel for the Company, in rendering this opinion, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Base Prospectus, the Prospectus Supplement, the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) and Amended and Restated Bylaws (the “Bylaws”), resolutions of the Company’s Board of Directors authorizing the Sales Agreement and the issuance and sale of the Shares, and such other corporate records, certificates, and documents as we have deemed necessary or appropriate for the purpose of this opinion.

330 Seventh Avenue, Suite 501
 New York, New York 10001-5010
 Telephone: (212) 330-8151
 Fax: (212) 227-0201

1700 Post Oak Boulevard
 2 Boulevard Place, Suite 600
 Houston, TX 77056
 Telephone: (281) 815-4368
 Fax: (281) 241-4444

Regus House
 Harcourt Centre, Block 4
 Harcourt Road
 Dublin, D02 HW77
 Republic of Ireland
 Telephone: +353 818 003 202
 Fax: +353 818 882 110

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We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all items submitted to us as originals, the conformity with originals of all items submitted to us as copies, and the authenticity of the originals of such copies.

As to any facts material to the opinions expressed herein, we have relied upon statements and representations of officers and other representatives of the Company and public officials.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth below, we are of the opinion that:

1. The Shares have been duly authorized by all necessary corporate action on the part of the Company.
2. When the Shares have been issued and delivered by the Company against payment therefor in the manner described in the Registration Statement, the Prospectus Supplement and the Sales Agreement, the Shares will be validly issued, fully paid and non-assessable.

We express no opinion herein as to any laws other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America that, in our experience, are normally applicable to transactions of the type contemplated by the Sales Agreement. This opinion is rendered as of the date hereof, and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may occur after the date hereof. We do not find it necessary for the purposes of this opinion letter to cover, and accordingly we express no opinion as to, the application of the securities or blue-sky laws of the various states to the sales of the Shares.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Prospectus Supplement and to the reference to our firm under the caption "Legal Matters" in the Prospectus and the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Should you have any questions, please do not hesitate to contact me at the New York office or via electronic mail at jbrinen@brinenlaw.com.

Yours truly,

Brinen & Associates, LLC
/s/ Joshua D. Brinen
Joshua D. Brinen

cc: Client

JDB:sem
