

**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 29, 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 3.01 – Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On December 29, 2025, ProPhase Labs, Inc. (the “Company”) received a letter from the staff of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company did not regain compliance with Nasdaq Listing Rule 5550(a)(2), which requires a minimum bid price of \$1.00 per share.

As previously disclosed, the Company was provided an initial 180-day compliance period, followed by an additional 180-day compliance period, to regain compliance with the minimum bid price requirement, which expired on December 22, 2025.

Nasdaq indicated that trading of the Company’s common stock will be suspended at the opening of business on January 5, 2026, and that Nasdaq will file a Form 25 with the Securities and Exchange Commission to remove the Company’s securities from listing and registration on The Nasdaq Stock Market.

The Company intends to timely request a hearing before the Nasdaq Hearings Panel to appeal the staff determination.

In connection with the suspension of trading on Nasdaq, the Company is currently applying for quotation of its common stock on the OTC Markets.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 99.1 [Nasdaq Staff Determination Letter dated December 29, 2025](#)
  - 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)
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**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, January 2, 2026

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**Stanley Higgins**  
Associate Vice President  
Nasdaq Listing Qualifications

*By Electronic Delivery to: [karkus@prophaselabs.com](mailto:karkus@prophaselabs.com)*

December 29, 2025

Ted Karkus  
Principal Executive Officer  
ProPhase Labs, Inc.  
626 RXR Plaza  
6th Floor  
Uniondale, New York 11556

Re: ProPhase Labs, Inc. (the "Company") – Staff Determination  
Nasdaq Symbol: PRPH

Dear Ted Karkus:

As you are aware, on December 26, 2024, Staff notified the Company that the bid price of its listed securities had closed at less than \$1 per share over the previous 30 consecutive business days, and, as a result, did not comply with Listing Rule 5550(a)(2). Therefore, in accordance with Listing Rule 5810(c)(3)(A), the Company was provided 180 calendar days, or until June 24, 2025, to regain compliance with the Rule. Subsequently, on June 25, 2025, the Company was provided an additional 180 calendar day compliance period, or until December 22, 2025, to demonstrate compliance.

The Company has not regained compliance with Listing Rule 5550(a)(2). Accordingly, its securities will be delisted from the Capital Market. In that regard, trading of the Company's common stock will be suspended at the opening of business on January 5, 2026, and a Form 25-NSE will be filed with the Securities and Exchange Commission (the "SEC"), which will remove the Company's securities from listing and registration on The Nasdaq Stock Market.

The Company may appeal Staff's determination to the Panel, pursuant to the procedures set forth in the Nasdaq Listing Rule 5800 Series.<sup>1</sup> Hearing requests should not contain arguments in support of the Company's position. The Company may request either an oral hearing or a hearing based solely on written submissions. The fee for a hearing is \$20,000.<sup>2</sup> Please submit your non-refundable Hearing Request fee in accordance with the instructions provided on the attached

<sup>1</sup> Pursuant to Listing Rule 5815(a)(1)(B)(ii)(d), a timely request for a hearing will not stay the trading suspension of the securities of a Company afforded the second 180-day compliance period described in Rule 5810(c)(3)(A)(ii) that failed to regain compliance with the minimum bid price requirement during such period.

<sup>2</sup> Nasdaq is not responsible for costs associated with the wire transfer of hearing fees. Please be sure to include a sufficient amount to cover any applicable bank fees.

“Check Payment Form”.<sup>3</sup> The request for a hearing and confirmation of payment should be submitted electronically through our [Listing Center](#)<sup>4</sup> and must be received by the Hearings Department no later than 4:00 p.m. Eastern Time on January 5, 2026.<sup>5</sup>

The Company will be asked to provide a plan to regain compliance to the Panel. Accordingly, the Company may wish to consider presenting a plan that includes a discussion of the events that it believes will enable it to regain compliance in this time frame and a commitment to effect a reverse stock split, if necessary.

Listing Rule 5835 prohibits communications relevant to the merits of a proceeding under the Listing Rule 5800 Series between the Company and the Hearings Department unless Staff is provided notice and an opportunity to participate. In that regard, Staff waived its right to participate in any oral communications between the Company and the Hearings Department. Should Staff determine to revoke such waiver, the Company will be immediately notified, and the requirements of Listing Rule 5835 will be strictly enforced.

Our Rules require that the Company promptly disclose receipt of this letter by either filing a Form 8-K, where required by SEC rules, or by issuing a press release. The announcement needs to be made no later than four business days from the date of this letter and must include the continued listing criteria that the Company does not meet, and a description of each specific basis and concern identified by Nasdaq in reaching the determination.<sup>6</sup> The Company must also submit the announcement to Nasdaq’s MarketWatch Department.<sup>7</sup> If the public announcement is made between the hours of 7:00 AM and 8:00 PM Eastern Time, the Company must submit the announcement to Nasdaq’s MarketWatch Department at least ten minutes prior its public release. If the public announcement is made outside of these hours, the Company must submit the announcement prior to 6:50 A.M. Eastern Time. Please note that if you do not make the required announcement trading in your securities will be halted.<sup>8</sup>

While the suspension announcement will be included on the “Daily List,” which is posted and available to subscribers of [www.Nasdaqtrader.com](http://www.Nasdaqtrader.com) at approximately 2:00 p.m. on January 2, 2026, news of the suspension may not be deemed publicly disseminated until the Company makes an announcement through a Regulation FD compliant means of communication.

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<sup>3</sup> The Form also includes a “link” for payment by wire.

<sup>4</sup> To utilize our electronic form process, please create a user account, if you have not already done so. Once you create a user account, you can begin completing the Hearing Request Form. At any time, you may save your work and complete it at a later time. Upon submission, you will receive a confirmation email. Please note that prior to starting you will need the following company information: current trading symbol, Central Index Key (CIK) code or CUSIP.

<sup>5</sup> Listing Rule 5815(a)(3). Within seven calendar days of the date of the Staff Delisting Determination, Public Reprimand Letter, or written denial of an initial listing application, the Company must submit a non-refundable hearing fee of \$20,000. **No payment will be credited and applied towards the hearings fee unless the issuer has previously paid all applicable fees due to the Exchange.**

<sup>6</sup> Listing Rule 5810(b). See FAQ #428 available on the [Nasdaq Listing Center](#).

<sup>7</sup> The notice must be submitted to Nasdaq’s MarketWatch Department through the Electronic Disclosure submission system available at [nasdaq.net/ED/IssuerEntry](http://nasdaq.net/ED/IssuerEntry).

<sup>8</sup> Listing IM-5810-1.

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Ted Karkus  
December 29, 2025  
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If you have any questions, please contact Patryk Muter, Listing Analyst at, +1 301 532 6389.

Sincerely,



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## NASDAQ ONLINE RESOURCES

All of our listing information and forms are available electronically on the [Listing Center](#). In addition to facilitating electronic submission of forms, you can also use the Listing Center to access Nasdaq's Reference Library containing hundreds of frequently asked questions and Governance Clearinghouse containing the latest updates on corporate governance and listing standards.

To help you navigate the deficiency process, we have provided links to some of our most viewed resource materials.

- [Board Composition and Committee Requirements](#)
  - [Governance Clearinghouse](#)
  - [Hearings Process](#)
  - [How to Transfer to Nasdaq Capital Market](#)
  - [Information about Application of Shareholder Approval Rules](#)
  - [Initial Listing Process](#)
  - [Listing Fees](#)
  - [Listing of Additional Shares Process](#)
  - [MarketWatch Electronic Disclosure Submissions](#)
  - [Nasdaq Listing Rules](#)
  - [Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions](#)
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### Fee Payment Form

Please follow the wire payment instructions [here](#) and take note of the information below.

- **New Company Application and Entry:** The application fee is \$25,000 for the Global or Global Select Market, \$5,000 for the Capital Market, and \$1,000 for companies applying to list Closed End Funds, Exchange Traded Funds, Index Fund Shares or other structured products. The remainder of the entry fee is due prior to the first day of trading. Nasdaq will credit all application fees paid by the Company in connection with an application that has not been closed towards the Entry Fee payable upon listing.
  - **Application Renewal Fee:** If a Company does not list within 12 months of submitting its application, it will be assessed an additional non-refundable \$5,000 application fee each 12 months thereafter to keep its application open.
  - **Hearing Request:** The fee in connection with a hearing request is \$20,000.
  - **Appeal Request:** The fee in connection with an appeal of a Hearing Panel decision to the NASDAQ Listing and Hearing Review Council is \$15,000.
  - **Transfer Application:** The fee for companies transferring from the Global or Global Select Market to the Capital Market is \$5,000.
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