

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): ☐ Form 10-K ☐ Form 20-F ☐ Form 11-K  
☒ Form 10-Q ☐ Form 10-D ☐ Form N-CEN

☐ Form N-CSR

For Period Ended: March 31, 2025

- ☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

**PROPHASE LABS, INC.**

Full Name of Registrant

Former Name if Applicable

**711 Stewart Avenue, Suite 200**

Address of Principal Executive Office (Street and Number)

**Garden City, New York 11530**

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.  
(Check box if appropriate)

- ☒ (a) The reason described in reasonable detail in Part III of this Form could not be eliminated without unreasonable effort or expense;
- ☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

ProPhase Labs, Inc. (the "Company") is unable, without unreasonable effort or expense, to timely file with the Securities and Exchange Commission (the "SEC") its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 (the "Form 10-Q") due to the additional time required by the Company's new auditor to review and ensure the accuracy and completeness of the information to be included in the Form 10-Q.

The Company expects to file the Form 10-Q no later than within the 5-day extension period provided by Rule 12b-25.

Cautionary Statement Regarding Forward-Looking Statements

This filing contains "forward-looking" statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the expected timing of filing of its periodic reports. Forward-looking statements can be identified by words such as: "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "plan," "expect" or the negative or plural of these words or similar expressions. These forward-looking statements include, but are not limited to, statements regarding our beliefs and expectations relating to the filing of the Form 10-Q and the

OMB APPROVAL

OMB Number: 3235-0058  
Expires: May 31, 2025  
Estimated average burden hours per response .....2.50

SEC FILE NUMBER

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results of the ongoing analysis of our financial statements. These forward-looking statements are not guarantees of future results and are subject to a number of risks and uncertainties, many of which are difficult to predict and beyond our control. Important factors that may cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, a material delay in the Company’s financial reporting, including the possibility that the Company will not be able to file its Form 10-Q within the five-day extension permitted by the rules of the U.S. Securities and Exchange Commission. We disclaim and do not undertake any obligation to update or revise any forward-looking statement in this report, except as required by applicable law or regulation.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification
- Ted Karkus

215

345-0919

(Name)

(Area Code)

(Telephone Number)
- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

☒ Yes ☐ No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

☒ Yes ☐ No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

On January 16, 2025, ProPhase Labs, Inc. sold its wholly owned subsidiary, Pharmaloz Manufacturing, Inc. (“PMI”), to JL Projects, Inc. for an aggregate deal value of approximately \$23.6 million. Due to the Company’s sale of PMI the Company anticipates reporting a change in the results of its operations for the three months ended March 31, 2025, compared to the three months ended March 31, 2024, on the Form 10-Q. A reasonable estimate of the anticipated change cannot be made at this time because the Company’s auditors require additional time to complete its review of the Company financials and the impact of the PMI sale on the results of operations. Please refer to the Company’s Form 8-K filed on January 23, 2025, for the details of PMI sale.

PROPHASE LABS, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2025

By: /s/ Ted Karkus

Ted Karkus, Chairman of the Board and Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative’s authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).