

**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): July 23, 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: **(215) 345-0919**

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 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 Exchange Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.0005	PRPH	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 7.01 Regulation FD Disclosure.

On July 23, 2025, the Company issued a press announcing that the Company has closed a private placement under Rule 506(b) of Regulation D with two investors for \$3 million Senior Secured Convertible Notes financing. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01. Other Events

On Wednesday, July 23 2025, ProPhase Labs, Inc. (the "Company") announced the closing of a private placement financing with two investors for \$3 million in senior secured convertible notes with accompanying warrants to purchase shares of common stock.

The notes were issued with a 20% original issue discount, are secured by the Company and subsidiary assets, and may be prepaid at any time without penalty. The notes are not convertible for the first four months after issuance. The warrants are exercisable at \$0.50 per share. The transaction has been completed in accordance with the terms of a Securities Purchase Agreement, which contains such requirements for the Company as to authorize additional shares of common stock and take steps to obtain an effective registration statement. Up to an additional \$3,000,000 in notes may be purchased by the investors as outlined in the Securities Purchase Agreement.

The proceeds from the financing will be used for working capital and general corporate purposes and to repay certain existing debt.

The definitive transaction documents related to the financing will be filed as exhibits to a Current Report on Form 8-K with the Securities and Exchange Commission within four business days, as required.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this Current Report on Form 8-K other than statements of historical fact are forward-looking statements. Such forward-looking statements include, among other things, statements regarding the Company's ability to regain compliance with Nasdaq listing standards or receive additional time from Nasdaq to regain compliance if necessary. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. Words such as "believes," "anticipates," "plans," "expects," "intends," "will," "goal," "potential" and the negative of such terms or other similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Such forward-looking statements are based on the Company's current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results could differ materially from those projected in any forward-looking statements due to numerous risks and uncertainties. Information regarding the foregoing and additional risks may be found in the section entitled "Risk Factors" in documents that the Company files from time to time with the Securities and Exchange Commission. These forward-looking statements are made as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

No.	Description
99.1	Press Release dated July 23, 2025, ProPhase Labs Announces Closing of \$3 Million Senior Secured Convertible Notes Financing
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company 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: July 23, 2025



ProPhase Labs Announces Closing of \$3 Million Senior Secured Convertible Notes Financing

Financing provides bridge to multiple potentially significant liquidity events and crypto strategies

UNIONDALE, NY, July 23, 2025 (GLOBE NEWSWIRE) – ProPhase Labs, Inc. (NASDAQ: PRPH), (the “Company” or “ProPhase”) today announced the closing of a private placement financing with two investors for \$3 million in senior secured convertible notes with accompanying warrants to purchase shares of common stock.

The notes were issued with a 20% original issue discount, are secured by the Company and subsidiary assets, and may be prepaid at any time without penalty. The notes are not convertible for the first four months after issuance. The warrants are exercisable at \$0.50 per share. The transaction has been completed in accordance with the terms of a Securities Purchase Agreement, which contains such requirements for the Company as to authorize additional shares of common stock and take steps to obtain an effective registration statement. Up to an additional \$3,000,000 in notes may be purchased by the investors as outlined in the Securities Purchase Agreement.

The proceeds from the financing will be used for working capital and general corporate purposes and to repay certain existing debt.

The definitive transaction documents related to the financing will be filed as exhibits to a Current Report on Form 8-K with the Securities and Exchange Commission within four business days, as required.

Ted Karkus, Chief Executive Officer of ProPhase Labs, stated: “This financing provides ProPhase with important bridge capital as we pursue several potential near-term liquidity events, including the collection of up to \$50 million in Covid accounts receivable and the potential sale of Nebula Genomics. Additionally, the funds will support our recently announced initiative exploring a potential reverse merger crypto treasury strategy as well as other crypto strategies that could leverage Nebula Genomics deep blockchain expertise.”

The notes and warrants described above were offered in a private placement pursuant to Regulation D under the Securities Act of 1933, as amended (the “Securities Act”). The securities have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

About ProPhase Labs Inc.

ProPhase Labs Inc. (Nasdaq: PRPH) (“ProPhase”) is a next-generation biotech, genomics and consumer products company. Our mission is to build a healthier world through bold innovation and actionable insight. We’re revolutionizing healthcare with industry-leading Whole Genome Sequencing solutions, groundbreaking diagnostic development – such as our potentially life-saving test for the early detection of esophageal cancer – and a world class direct-to-consumer marketing platform for cutting edge OTC dietary supplements. We develop, manufacture, and commercialize health and wellness solutions to enable people to live their best lives. We are committed to executional excellence, smart diversification, and a synergistic, omni-channel approach. ProPhase Labs’ valuable subsidiaries, their synergies, and significant growth underscore our potential for long-term value. www.ProPhaseLabs.com



Forward-Looking Statements

Except for the historical information contained herein, this document contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding our strategy, plans, objectives and initiatives, including our expectations regarding the future revenue growth potential of each of our subsidiaries, our expected timeline for commercializing our BE-Smart Esophageal Cancer Test, our expectations regarding future liquidity events, the success of our efforts to collect accounts receivables and anticipated timeline for any payments relating thereto, and our ability to successfully transition into a consumer products company. Management believes that these forward-looking statements are reasonable as and when made. However, such forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those projected in the forward-looking statements. These risks and uncertainties include but are not limited to our ability to obtain and maintain necessary regulatory approvals, general economic conditions, consumer demand for our products and services, challenges relating to entering into and growing new business lines, the competitive environment, and the risk factors listed from time to time in our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and any other SEC filings. The Company undertakes no obligation to update forward-looking statements except as required by applicable securities laws. Readers are cautioned that forward-looking statements are not guarantees of future performance and are cautioned not to place undue reliance on any forward-looking statements.

Media Relations and Institutional Investor Contact:

ProPhase Labs, Inc.
investorrelations@prophaselabs.com

Retail Investor Relations Contact:

Renmark Financial Communications
 John Boidman: jboidman@renmarkfinancial.com
 Tel.: (416) 644-2020 or (212) 812-7680
www.renmarkfinancial.com