

**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 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: **(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 29, 2025, the Company issued a press release announcing that the Company filed a Preliminary Proxy Statement with the SEC on July 28, 2025. 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**

The information set forth under Item 7.01 above is incorporated herein by reference.

**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	<a href="#">Press Release dated July 29, 2025, ProPhase Labs Announces Special Meeting of Shareholders and Filing Preliminary Proxy Statement</a>
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 29, 2025



## **ProPhase Labs Announces Special Meeting of Shareholders and Filing of Preliminary Proxy Statement**

### **Proxy Sets Company on a Path to Attract the Optimal Crypto Treasury Strategy**

#### **Increase in Authorized Shares to 1 Billion Would Position the Company to Attract Industry-Leading Market Participants and High-Value Crypto Treasury Transactions**

**UNIONDALE, NY, July 29, 2025 (GLOBE NEWSWIRE)** – ProPhase Labs, Inc. (NASDAQ: PRPH), (the “Company” or “ProPhase”) a next generation biotech, genomics and consumer products company, will hold a Special Meeting of Shareholders on August 29, 2025, at 4:00 p.m. Eastern Time at 273 Merrick Road, Lynbrook, NY 11563. The Board of Directors has unanimously recommended shareholders vote ‘FOR’ all proposals at the upcoming Special Meeting. The Company is seeking to increase the authorized shares to 1 billion to strategically position the Company to attract high-value structured transactions and industry-leading participants - including market makers, asset managers, and innovators in the crypto treasury space - enabling the Company to pursue and optimize a forward-looking digital asset treasury strategy.

The Company filed a Preliminary Proxy Statement filed with the U.S. Securities and Exchange Commission on July 28, 2025. For additional information regarding the proposals to be acted upon at the upcoming Special Meeting of Stockholders, please refer to the Company’s Preliminary Proxy Statement. A copy of the Preliminary Proxy Statement is available free of charge through the SEC’s website at <https://www.sec.gov/Archives/edgar/data/868278/000164117225021187/0001641172-25-021187-index.html>.

Shareholders are encouraged to review the definitive proxy statement when it becomes available, as it will contain important information regarding these proposals.

“Our Board remains focused on strengthening ProPhase Labs’ ability to innovate, reward talent, and create value for our shareholders,” said Ted Karkus, Chairman and Chief Executive Officer of ProPhase Labs. “The proposals we are presenting at the Special Meeting are key steps that will equip us with the flexibility and resources needed to pursue exciting growth opportunities and respond to a rapidly changing industry landscape.”

Mr. Karkus continued, “In parallel, the company remains focused on its goal of collecting approximately \$50 million from our Covid accounts receivables, which would dovetail perfectly with our potential crypto treasury strategy, as well as to continue to develop our BE-Smart™ esophageal cancer test that has enormous potential and to pursue strategic alternatives for Nebula Genomics, including a potential sale.”

#### **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](http://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. These forward-looking statements are subject to risks and uncertainties and actual results may differ materially. Details about these risks and uncertainties can be found in our filings with the SEC. 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.

#### **Important Additional Information and Where to Find It**

In connection with the proposed actions described herein, ProPhase Labs, Inc. will file a preliminary proxy statement and other materials with the U.S. Securities and Exchange Commission (the “SEC”).

**BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF PROPHASE LABS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS IN THEIR ENTIRETY, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MATTERS TO BE CONSIDERED AT THE SPECIAL MEETING.**

Stockholders will be able to obtain, free of charge, copies of the proxy statement (when available), any amendments or supplements to it, and other documents filed by ProPhase Labs with the SEC at the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies will also be available on the Company’s website [www.ProPhaseLabs.com](http://www.ProPhaseLabs.com).

This press release does not constitute a solicitation of any vote or approval. No proxy card, voting instruction form, or other means of voting will be accepted by ProPhase Labs or any of its representatives at this time.

This press release is not an offer to sell or the solicitation of an offer to buy any securities, nor will there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

All information in this press release is current as of the date indicated. ProPhase Labs undertakes no duty to update any such information, except as required by law.

If you have questions concerning the proposals or how to participate in the Special Meeting, please contact the Company at [investorrelations@prophaselabs.com](mailto:investorrelations@prophaselabs.com).

#### **Media Relations and Institutional Investor Contact:**

ProPhase Labs, Inc.  
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**Retail Investor Relations Contact:**

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