

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Karkus Ted William</u>  (Last) (First) (Middle) <u>626 RXR PLAZA, 6TH FLOOR</u>  (Street) <u>UNIONDALE, NY 11556</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ProPhase Labs, Inc. [ PRPH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>CEO &amp; CHAIRMAN</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
warrants	\$0.6	09/09/2025		A		500,000	(I)	09/09/2030	Common Stock	500,000	\$0.00	500,000	D	

Explanation of Responses:

1. Warrants issued upon increase in authorized shares being approved by shareholders. The Reporting Person loaned PRPH funds, with a contingency that a warrant to purchase 500,000 shares of the Issuer's common stock at an exercise price of \$0.60 per share would be issued if and only if the company's shareholders approved an amendment to the Certificate of Incorporation increasing the authorized shares of common stock from 50,000,000 to 1,000,000,000. Shareholders approved the increase in the authorized shares on September 9, 2025. The Warrant is described in the Issuer's Current Report on Form 8-K/A filed June 26, 2025 (Item 1.01), which states the Warrant has a five-year term. The expiration date shown (09/09/2030) is a five-year term from the issuance date. The Warrant was issued as consideration in connection with a related-party loan agreement between the Issuer and the Reporting Person dated June 22, 2025. See Form 8-K/A filed June 26, 2025 for additional details.

/s/ Ted Karkus

09/09/2025

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.