

**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): June 24, 2026

**SCILEX HOLDING COMPANY**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39852**  
(Commission  
File Number)

**92-1062542**  
(IRS Employer  
Identification No.)

**960 San Antonio Road, Palo Alto, California, 94303**  
(Address of principal executive offices, including zip code)

**(650) 516-4310**

Registrant's telephone number, including area code

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 exchange on which registered)
Common Stock, par value \$0.0001 per share	SCLX	The Nasdaq Stock Market LLC
Warrants to purchase one share of common stock, each at an exercise price of \$402.50	SCLXW	The Nasdaq Stock Market LLC

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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 24, 2026, Scilex Holding Company (the “Company”) held its 2026 Annual Meeting of Stockholders (the “Meeting”). At the Meeting, a total of (i) 29,057,097 shares of the Company’s Series A preferred stock, \$0.0001 par value per share (the “Series A Preferred Stock”), or 100% of the 29,057,097 shares of Series A Preferred Stock, issued and outstanding, and (ii) 5,389,081 shares of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”), or approximately 63.5% of the 8,491,267 shares of Common Stock, issued and outstanding, both as of the close of business on April 28, 2026, the record date for the Meeting, were represented virtually or by proxy.

The holder of Series A Preferred Stock was entitled to vote, together with the holders of Common Stock and not separately as a class, on an as converted to Common Stock basis for an aggregate of 848,106 votes as a result of the adjustments to the deemed conversion price of such preferred stock in accordance with the Certificate of Designations of Series A Preferred Stock, filed with the Delaware Secretary of State on November 10, 2022.

At the Meeting, the Company’s stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2026.

Set forth below is a brief description of each proposal voted upon at the Meeting and the voting results with respect to each proposal.

**Proposal No. 1:** To elect the following nominee as a Class I director to serve until the Company’s 2029 Annual Meeting of Stockholders.

<u>Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Dorman Followwill	3,945,473	410,969	1,880,745

**Proposal No. 2:** To ratify the appointment of BPM LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2026.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
5,956,622	207,998	72,567

**Proposal No. 3:** To approve the amendment to the Company’s 2022 Equity Incentive Plan (as amended) to (i) increase the number of shares authorized for issuance thereunder by 1,300,000 shares to 2,765,789 shares and (ii) increase the number of shares authorized for issuance thereunder pursuant to the exercise of ISOs to 2,765,789 shares.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
3,337,435	1,009,991	9,016	1,880,745

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

**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.

**SCILEX HOLDING COMPANY**

By: /s/ Henry Ji, Ph.D.

Name: Henry Ji, Ph.D.

Title: Chief Executive Officer & President

Date: June 24, 2026

