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**UNITED STATES  
SECURITIES & EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

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**Scilex Holding Company**  
(Name of Issuer)

**Common Stock, \$0.0001 par value per share**  
(Title of Class of Securities)

**Common Stock - 80880W106**  
(CUSIP Number)

**Jack Wu**  
Sole Manager  
SCLX Stock Acquisition JV LLC  
960 San Antonio Road  
Palo Alto, CA 94303  
(650) 516-4310

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**November 30, 2023**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 13d-7(b) for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

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1.	NAME OF REPORTING PERSON SCLX Stock Acquisition JV LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS) SC	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 89,616,299 (1)
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 89,616,299 (1)
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 89,616,299 (1)	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 38.2% (2)	
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

- (1) Comprised of (i) 60,068,585 shares of common stock, par value \$0.0001 per share ("Common Stock"), of Scilex Holding Company (the "Issuer"), (ii) 29,057,097 shares of Series A Preferred Stock, par value \$0.0001 per share, of the Issuer ("Series A Preferred Stock") which are entitled to vote, together with the holders of Common Stock, and not separately as a class, on an as converted to Common Stock basis on all matters on which the holders of shares of Common Stock have the right to vote (with the number of votes being determined by dividing the stated value (as determined under the Issuer's Certificate of Designations of Series A Preferred Stock, filed with the Delaware Secretary of State on November 10, 2022) by \$10.00), and (iii) 490,617 shares of Common Stock issuable upon exercise of warrants exercisable within 60 days of the date on which this Schedule 13D has been filed with the Securities and Exchange Commission ("SEC").
- (2) Percent of class beneficially owned is calculated based on 157,905,655 shares of Common Stock outstanding as of November 30, 2023, plus 490,617 shares of Common Stock issuable upon exercise of warrants exercisable within 60 days of the date on which this Schedule 13D has been filed with the SEC. Shares of Series A Preferred Stock are not convertible into shares of Common Stock and therefore the 29,057,097 shares of Series A Preferred Stock held by the Reporting Person are not included in this percentage. The Reporting Person's aggregate voting power, including shares of Series A Preferred Stock and assuming the exercise of all warrants held by the Reporting Person, is 47.81%.

## Explanatory Note

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission ("SEC") on September 29, 2023 (the "Schedule 13D"), relating to the common stock, par value \$0.0001 per share ("Common Stock") of Scilex Holding Company, a Delaware corporation (the "Issuer"). Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D. This Amendment No. 1 was triggered solely due to a change in the number of outstanding shares of Common Stock of the Issuer.

### ITEM 5. Interest in Securities of the Issuer.

- (a) See responses to Items 11 and 13 on the cover page.
- (b) See responses to Items 7, 8, 9 and 10 on the cover page.
- (c) The Reporting Person has not effected any transactions of Common Stock or Series A Preferred Stock during the 60 days preceding the date of this report.
- (d) Not applicable.
- (e) Not applicable.

### ITEM 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

<u>Exhibit Number</u>	<u>Description</u>
4	Power of Attorney, dated as of January 31, 2024.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2024

**SCLX STOCK ACQUISITION JV LLC**

By: /s/ Stephen Ma, as Attorney-in-Fact

Name: Stephen Ma

Title: Attorney-in-Fact for Jack Wu, Sole Manager

**LIMITED POWER OF ATTORNEY**

Know all by these present, that the undersigned hereby constitutes and appoints each of Jaisim Shah, Stephen Ma and Steve Lincoln (each, an **“Attorney-in-fact”**), or any of them acting singly and with full power of substitution, as the undersigned’s true and lawful attorney-in-fact to:

1. submit to the U.S. Securities and Exchange Commission (the **“SEC”**) a Form ID Application Acknowledgement on the Electronic Data Gathering, Analysis, and Retrieval system (**“EDGAR”**) of the SEC, including any amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Sections 13(d), 13(g) or Section 16(a) of the Securities Exchange Act of 1934, as amended (the **“Exchange Act”**), or any other rule or regulation of the SEC.
2. prepare, submit, execute for, and on behalf of the undersigned, in the undersigned’s capacity as an officer, director and/or holder of 10% or more of a registered class of securities, as applicable, of Scilex Holding Company (the **“Company”**) (a) Schedules 13D and 13G (and any amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act and the rules promulgated thereunder, (b) Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Exchange Act and the rules promulgated thereunder, and (c) any other forms or reports the undersigned may be required to file in connection with the undersigned’s ownership, acquisition, or disposition of securities of the Company;
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4, or 5, or other form or report (or any amendment thereto), and timely file such schedule, form or report with the SEC and any stock exchange or similar authority;
4. seek or obtain, as the undersigned’s representative and on the undersigned’s behalf, information on transactions in the Company’s securities from any broker or financial institution, and the undersigned hereby authorizes any such person to release any such information to each of the Attorneys-in-fact and approves and ratifies any such release of information; and
5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-fact may approve in such Attorney-in-fact’s discretion.

The undersigned hereby grants to each Attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-fact, or such Attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each Attorney-in-fact, in serving in such capacities at the request of the undersigned, is not assuming any of the undersigned’s responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney, with respect to each of the Attorneys-in-fact, shall remain in full force and effect until the earlier of (a) the date that the undersigned is no longer required to file Schedules 13D and 13G and Forms 3, 4, and 5 with respect to the undersigned's beneficial ownership and transactions in securities issued by the Company (b) with respect to the Attorney-in-fact, this Power of Attorney is revoked by the undersigned in a signed writing delivered to such Attorney-in-fact, or (c) the time at which such attorney-in-fact is no longer employed by the Company or any of its subsidiaries.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 31st day of January, 2024

Signed and acknowledged:

SCLX Stock Acquisition JV LLC

By: /s/ Jack Wu

Name: Jack Wu

Title: Sole Manager