

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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 27, 2026

NEONC TECHNOLOGIES HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-42567

(Commission File Number)

92-1954864

(IRS Employer Identification No.)

23975 Park Sorrento, Suite 205 Calabasas, CA

(Address of Principal Executive Offices)

91302

(Zip Code)

(818) 570-6844
(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 (*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 Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001	NTHI	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

Explanatory Note

This Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K filed by NeOnc Technologies Holdings, Inc. (the “Company”) with the Securities and Exchange Commission on July 2, 2026 (the “Original Form 8-K”), which reported, among other matters, the appointment of Nasim Shomali to the Board of Directors of the Company (the “Board”), effective July 1, 2026.

At the time of the filing of the Original Form 8-K, the Board had not yet determined the standing Board committee assignments for Ms. Shomali. In accordance with Instruction 2 to Item 5.02 of Form 8-K, the Company is filing this Amendment solely to disclose the Board’s determination of Ms. Shomali’s committee assignment.

Except as set forth herein, the Original Form 8-K is not amended or otherwise modified by this Amendment.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 18, 2026, the Board appointed Nasim Shomali to serve as a member of the Audit Committee of the Board, effective immediately. Following Nasim Shomali’s appointment to the Audit Committee, such committee will be comprised of the following directors: Bader Almonawer (Chair of the Audit Committee), Jim Delshad and Nasim Shomali.

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.

Dated: August 21, 2026

NeOnc Technologies Holdings, Inc.

By: /s/ Amir Heshmatpour

Name: Amir Heshmatpour

Title: Chief Executive Officer, President and Executive Chairman