

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):
September 15, 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. ☐

Item 3.03. Material Modification to Rights of Security Holders.

As previously reported on a Current Report on Form 8-K filed by NeOnc Technologies Holdings, Inc. (the “Company”) on September 10, 2026, the Company indicated that it would use the net proceeds from the sale of the Company’s shares of common stock from the registered direct offering to redeem the Company’s existing Series A Convertible Preferred Stock (“Series A Preferred Stock”).

On September 15, 2026, the Company redeemed all outstanding shares of the Company’s Series A Preferred Stock at a redemption price of \$965 per share, which amounted to a cumulative redemption amount of approximately \$5,790,000.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 18, 2026 (the “Effective Date”), the Company filed an Elimination of Certificate of Designation with the Secretary of State of the State of Delaware to terminate the designation of its Series A Preferred Stock (the “Certificate of Elimination”). The filing of the Certificate of Elimination was approved by the Company’s Board of Directors, and there were no shares of Series A Preferred Stock outstanding on the Effective Date.

A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On September 17, 2026, the Company issued a press release announcing that it redeemed for cash all outstanding shares of its Series A Preferred Stock. A copy of the press release is attached hereto as Exhibit 99.1. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference.

The information presented in Item 7.01 of this Current Report on Form 8-K and the accompanying press release shall not be deemed to be “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, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
3.1	Certificate of Elimination of Designation of Series A Convertible Preferred Stock
99.1	Press Release dated September 17, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 21, 2026

NeOnc Technologies Holdings, Inc.

By: /s/ Amir Heshmatpour

Name: Amir Heshmatpour

Title: Chief Executive Officer, President and Executive Chairman

ELIMINATION OF
CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS
OF
NEONC TECHNOLOGIES HOLDINGS, INC.
SERIES A CONVERTIBLE PREFERRED STOCK
PURSUANT TO SECTION 151(g) OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

The undersigned, Amir Heshmatpour, being the Chief Executive Officer of NEONC TECHNOLOGIES HOLDINGS, INC., a Delaware corporation (the “**Company**”) does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the “**DGCL**”), the following resolution was duly adopted by the Board of Directors of the Company (the “**Board**”) on September 17, 2026, and, pursuant to authority conferred upon the Board by the provisions of the Company’s certificate of incorporation, as amended and in effect (the “**Certificate of Incorporation**”), the Board adopted resolutions by unanimous written consent in accordance with Section 141 of the DGCL.

WHEREAS, on June 10, 2026, the Company filed with the Secretary of State of the State of Delaware (the “**Delaware Secretary of State**”) a Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock (the “**Certificate of Designation**”), par value \$0.0001 per share (the “**Series A Preferred Stock**”), and issued six thousand (6,000) shares of Series A Preferred Stock, which shares represent all of the issued and outstanding Series A Preferred Stock; and

WHEREAS, on September 15, 2026, the Company redeemed all outstanding shares of Series A Preferred Stock; and

WHEREAS, the Board has determined it is advisable and in the best interests of the Company and its stockholders to retire, eliminate and cancel the Certificate of Designation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby eliminates the Certificate of Designation and retires and eliminates all Series A Preferred Stock.

RESOLVED FURTHER, that the appropriate officers of the Company are hereby authorized, directed and empowered to execute and cause to be filed on behalf of the Company, a certificate of elimination of the Certificate of Designation with the Delaware Secretary of State (the “**Certificate of Elimination**”).

RESOLVED FURTHER, that the Board shall provide the Secretary of the Company with a copy of the Certificate of Elimination certified by the Delaware Secretary of State to be inserted in the corporate minute book.

RESOLVED FURTHER, that the officers of the Company, and any of them, be, and they hereby are, authorized, empowered and directed for and on behalf of the Company and in its name to execute, deliver and cause the performance of all such further documents and to take all such further actions as such officers, or any of them, may in their discretion deem necessary, appropriate or advisable in order to carry out and perform the intent of the foregoing resolutions, the execution and delivery of such documents, and the taking of any such action to conclusively evidence the authorization thereof by the Company.

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IN WITNESS WHEREOF, this Elimination of Certificate of Designation of Preferences, Rights and Limitations of NeOnc Technologies Holdings, Inc. Series A Convertible Preferred Stock has been executed by a duly authorized officer of the Company on this 17th day of September, 2026.

By: /s/ Amir Heshmatpour
Name: Amir Heshmatpour
Title: Chief Executive Officer

NeOnc Technologies Redeems All Outstanding Series A Convertible Preferred Stock and Eliminates Related Potential Dilution

Cash redemption simplifies the capital structure with no common shares issued in the redemption

CALABASAS, Calif., Sept. 17, 2026 – NeOnc Technologies Holdings, Inc. (Nasdaq: NTHI) (“NeOnc” or the “Company”), a multi-Phase 2 clinical-stage biopharmaceutical company developing novel therapies for central nervous system (CNS) cancers, today announced that it has redeemed for cash all 6,000 outstanding shares of its Series A Convertible Preferred Stock (the “Series A Preferred Stock”) at their aggregate stated value of \$6.0 million. Following the redemption, no shares of Series A Preferred Stock remain outstanding.

The redemption was funded with a portion of the net proceeds from the Company’s \$15 million registered direct offering announced on September 9, 2026, consistent with the use of proceeds disclosed for that offering.

“We made a deliberate decision to redeem the Series A Preferred Stock in cash and eliminate the potential dilution these securities represented for our shareholders,” said Amir F. Heshmatpour, Executive Chairman, President and Chief Executive Officer of NeOnc. “Our recent financing enabled us to retire all outstanding Series A Preferred Stock before its discounted conversion feature became available, simplifying our capital structure without issuing common shares in the redemption. As we advance NEO100 and NEO12, disciplined management of shareholder capital remains central to our strategy. We are focused on translating clinical progress into lasting value for patients and shareholders.”

NeOnc issued the Series A Preferred Stock in June 2026 in a private placement for gross proceeds of \$5.0 million. Under its terms, the Company had the right to redeem all outstanding shares for cash at stated value within four months of issuance. Had the Company elected not to redeem, the stated value would have increased by \$166.67 per share, and the shares would have become convertible, at the holders’ option, into NeOnc common stock at a conversion price equal to 80% of the lowest closing price during the five trading days prior to conversion, subject to a \$1.00 floor price.

About NeOnc Technologies Holdings, Inc.

NeOnc Technologies Holdings, Inc. is a clinical-stage life sciences company focused on the development and commercialization of central nervous system therapeutics that are designed to address the persistent challenges in overcoming the blood-brain barrier. The company’s NEO™ drug development platform has produced a portfolio of novel drug candidates and delivery methods with patent protections extending to 2038. These proprietary chemotherapy agents have demonstrated positive effects in laboratory tests on various types of cancers and in clinical trials treating malignant gliomas. NeOnc’s NEO100™ and NEO212™ therapeutics are in Phase II human clinical trials and are advancing under FDA Fast-Track and Investigational New Drug (IND) status. The company has exclusively licensed an extensive worldwide patent portfolio from the University of Southern California consisting of issued patents and pending applications related to NEO100, NEO212, and other products from the NeOnc patent family for multiple uses, including oncological and neurological conditions.

For more about NeOnc and its pioneering technology, visit <https://neonc.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the advancement of NEO100 and NEO212, the Company’s clinical development and capital management strategies, and its ability to translate clinical progress into long-term value for patients and shareholders. These statements are based on management’s current expectations and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially.

The Company undertakes no obligation to update any forward-looking statement except as required by law.

“NEO100” and “NEO212” are registered trademarks of NeOnc Technologies Holdings, Inc.

Contacts

Company Contact:

info@neonc.com

Investor Contact:

Jon Nugent
Jon Nugent Communications
jon@jonnugent.com
205-566-3026
