

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 17, 2025**

Unicycive Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-40582
(Commission File Number)

81-3638692
IRS Employer
Identification No.)

**4300 El Camino Real, Suite 210
Los Alto, CA 94022**
(Address of principal executive offices)

Registrant's telephone number, including area code: **(650) 351-4495**

(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Stock	UNCY	Nasdaq Capital Market

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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information in Item 5.03 of this report is incorporated herein by reference.

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

As previously reported in its Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on June 9, 2025, Unicycive Therapeutics, Inc. (the "Company") held its annual meeting of stockholders on June 9, 2025 at which the Company's stockholders approved the proposal to give the Company's board of directors (the "Board") the authority, at its discretion, to file a certificate of amendment to the Company's amended and restated certificate of incorporation, as amended (such amendment, the "Charter Amendment"), to effect a reverse split of the Company's issued common stock, par value \$0.001 per share (the "Common Stock"), at a ratio not less than 1-for-2 and not greater than 1-for-20, without reducing the authorized number of shares of Common Stock, with the exact ratio to be selected by the Board in its discretion and to be effected, if at all, in the sole discretion of the Board at any time following stockholder approval of the Charter Amendment to and before June 9, 2026 without further approval or authorization of the Company's stockholders. The Board determined to effect a reverse split of the Common Stock (the "Reverse Stock Split") at a ratio of 1-for 10 (the "Reverse Stock Split Ratio").

On June 18, 2025, the Company filed the Charter Amendment with the Secretary of State of the State of Delaware to effectuate the Reverse Stock Split. The Reverse Stock Split became effective at 4:01 p.m. Eastern Time on June 18, 2025, and the Common Stock began trading on a split-adjusted basis at the opening of trading on the Nasdaq Capital Market on June 20, 2025. The Common Stock will continue to trade under its existing symbol "UNCY," but the Common Stock has been assigned a new CUSIP number (be 90466Y 202).

When the Reverse Stock Split became effective, every 10 shares of Common Stock were automatically be reclassified and combined into one share of Common Stock. No fractional shares were issued as a result of the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will instead automatically have their fractional interests rounded up to the next whole share, after aggregating all the fractional interests of a holder resulting from the Reverse Stock Split. The Reverse Stock Split will affect all stockholders uniformly and will not change any stockholder's percentage ownership interest or any stockholder's proportionate voting power, except for

immaterial changes that may result from the treatment of fractional shares. The Reverse Stock Split will not change the number of authorized shares of Common Stock or the par value per share of the Common Stock.

The Reverse Stock Split reduced the number of issued and outstanding shares of Common Stock from approximately 126,409,281 shares to approximately 12,768,239 shares.

As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise prices of, and the number of shares underlying, the Company's outstanding stock options, as well as to the number of shares available for future awards granted under the Company's stock incentive plans. In addition, proportionate adjustments will be made to the per share exercise prices of, and the number of shares underlying, outstanding warrants to purchase shares of the Company's common stock. Further, a proportionate adjustment will also be made to the per share conversion price of the Company's series A-2 prime preferred stock, pursuant to its terms.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text thereof which is filed as an exhibit to this report and is incorporated herein by reference.

Item 8.01 Other Events.

The information in Item 5.03 of report is incorporated herein by reference.

On June 17, 2025, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

The Company has registration statements on Form S-3 (File Nos. 333-283210, 333-280703 and 333-273221 and registration statements on Form S-8 (File Nos. 333,286305, 333-275965 and 333-259476 on file with the SEC (collectively, the "Registration Statements"). SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offerings covered by registration statements filed on Form S-3 and/or Form S-8. The information incorporated by reference is considered part of the prospectus included within each of those registration statements. Information in this Item 8.01 is intended to be automatically incorporated by reference into each of the active Registration Statements, thereby amending them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of Common Stock deemed covered by the Registration Statements are proportionately reduced as of the effective time of the Reverse Stock Split at the Reverse Stock Split Ratio.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, dated June 18, 2025
99.1	Press release issued on June 17, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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: June 20, 2025

UNICYCIVE THERAPEUTICS, INC.

By: /s/ Shalabh Gupta
Shalabh Gupta
Chief Executive Officer

CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
of
UNICYCIVE THERAPEUTICS, INC.

UNICYCIVE THERAPEUTICS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify as follows:

FIRST: The name of the Corporation is Unicycive Therapeutics, Inc. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on August 18, 2016, as amended on June 19, 2018, June 21, 2021 and June 21, 2024 (the “Certificate of Incorporation”).

SECOND: ARTICLE IV, SECTION I of the Corporation’s Certificate of Incorporation shall be amended by inserting the following language at the end of such section which shall read as follows:

“Reverse Stock Split. As of 4:01pm Eastern time on June 18, 2025 (the “Effective Time”) of this Certificate of Amendment pursuant to the Section 242 of the General Corporation Law of the State of Delaware, each ten (10) shares of the Corporation’s Common Stock, issued and outstanding immediately prior to the Effective Time (the “Old Common Stock”) shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable shares of common stock, par value of \$0.001 per share (the “New Common Stock”), subject to the treatment of fractional share interests as described below (the “Reverse Stock Split”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.”

THIRD: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 18th day of June, 2025.

UNICYCIVE THERAPEUTICS, INC.

By: /s/ Shalabh Gupta
Name: Shalabh Gupta
Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:00 AM 06/18/2025
FILED 08:00 AM 06/18/2025
SR 20253106747 - File Number 6127235



Unicycive Therapeutics, Inc. Announces Reverse Stock Split

Shares Expected to Begin Trading on Split-Adjusted Basis on June 20, 2025

LOS ALTOS, Calif., June 17, 2025 (GLOBE NEWSWIRE) -- Unicycive Therapeutics, Inc. (NASDAQ: UNCY), a clinical-stage biotechnology company developing therapies for patients with kidney disease, today announced that it will implement a 1-for-10 reverse split of the issued shares of its common stock, effective at 4:01 p.m. Eastern Time on June 18, 2025. The Company's common stock is expected to begin trading on a split-adjusted basis when the market opens on June 20, 2025, and will continue to trade on The Nasdaq Capital Market under the symbol "UNCY." The new CUSIP number for the common stock will be 90466Y 202.

The reverse stock split is intended to increase the bid price of the common stock to enable the Company to regain compliance with the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. The Company's stockholders authorized the reverse stock split at the Company's annual meeting of stockholders held on June 9, 2025 and granted the board the authority to determine a final reverse split ratio.

When the reverse stock split becomes effective, every ten (10) shares of the Company's common stock issued and outstanding or held by the Company in treasury will automatically be combined and reclassified into one (1) share of common stock. No fractional shares will be issued as a result of the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will instead automatically have their fractional interests rounded up to the next whole share, after aggregating all the fractional interests of a holder resulting from the reverse stock split. The reverse stock split will affect all stockholders uniformly and will not change any stockholder's percentage ownership interest or any stockholder's proportionate voting power, except for immaterial changes that may result from the treatment of fractional shares. The reverse stock split will not change the number of authorized shares of the Company's common stock or the par value per share of the Company's common stock.

The reverse stock split will reduce the number of issued and outstanding shares of the Company's common stock from approximately 126,409,281 to approximately 12,640,929.

As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise prices of, and the number of shares underlying, the Company's outstanding stock options, as well as to the number of shares available for future awards granted under the Company's stock incentive plans. In addition, proportionate adjustments will be made to the per share exercise prices of, and the number of shares underlying, outstanding warrants to purchase shares of the Company's common stock. Further, proportionate adjustments will also be made to the per share conversion price of the Company's series A and series B preferred stock, pursuant to their respective terms.

The combination of, and reduction in, the issued shares of common stock as a result of the reverse stock split will occur automatically at the effective time of the reverse stock split without any additional action on the part of the Company's stockholders. The Company's transfer agent, Pacific Stock Transfer Company, is acting as the exchange agent for the reverse stock split and will send stockholders of record holding their shares electronically in book-entry form a transaction notice indicating the number of shares of common stock held after the reverse stock split. Stockholders who hold their shares through a broker, bank, or other nominee will have their positions adjusted to reflect the reverse stock split, subject to their broker, bank, or other nominee's particular processes, and are not expected to be required to take any action in connection with the reverse stock split.

Additional information regarding the reverse stock split can be found in the Company's definitive proxy statement for the annual meeting of stockholders of the Company held on June 9, 2025, which was filed with the U.S. Securities and Exchange Commission on April 30, 2025, a copy of which is available at www.sec.gov and on the Company's website.

About Unicycive Therapeutics

Unicycive Therapeutics is a biotechnology company developing novel treatments for kidney diseases. Unicycive's lead investigational treatment is oxylanthanum carbonate, a novel phosphate binding agent currently under review by the U.S. Food and Drug Administration (FDA) for the treatment of hyperphosphatemia in patients with chronic kidney disease who are on dialysis. Unicycive's second investigational treatment UNI-494 is intended for the treatment of conditions related to acute kidney injury. It has been granted orphan drug designation (ODD) by the FDA for the prevention of Delayed Graft Function (DGF) in kidney transplant patients and has completed a Phase 1 dose-ranging safety study in healthy volunteers. For more information about Unicycive, visit Unicycive.com and follow us on LinkedIn and X. For more information, please visit Unicycive.com and follow us on LinkedIn and X.

Forward-Looking Statements

The Company cautions you that all statements, other than statements of historical facts, contained in this press release, are forward-looking statements. Forward-looking statements, in some cases, can be identified by terms such as "believe," "may," "will," "estimate," "continue," "anticipate," "design," "intend," "expect," "could," "plan," "potential," "predict," "seek," "should," "would," "contemplate," "project," "target," "objective," or the negative version of these words and similar expressions. In this press release, forward-looking statements include, but are not limited to, statements relating to the timing, completion and effect of the reverse stock split and the Company's ability to regain compliance with Nasdaq's minimum bid price requirement and continue to have its common stock listed on The Nasdaq Capital Market. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by the forward-looking statements in this press release, including, without limitation, the risk that Nasdaq may not process the reverse stock split on the expected timeline; the risk that after the reverse stock split the closing bid price of the Company's common stock is not at least \$1.00 per share for a minimum of ten consecutive trading sessions; the potential for Nasdaq to suspend trading in or to delist the Company's common stock. Forward-looking statements are based upon the Company's current expectations and involve assumptions that may never materialize or may prove to be incorrect. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. For a detailed description of risks and uncertainties the Company faces, you are encouraged to review the documents the Company files with the SEC including the Company's recent filings on Form 8-K, Form 10-K and Form 10-Q. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they were made. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

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