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): October 23, 2026

Neuphoria Therapeutics Inc.
(Exact name of Registrant as Specified in its Charter)

Delaware
(State Or Other Jurisdiction of Incorporation)

001-41157	**99-3845449**
(Commission File Number)	(I.R.S. Employer Identification No.)
14 Milliston Road, Box 195, Millis, Massachusetts	**02054**
(Address of Principal Executive Offices)	(Zip Code)

(339) 240-6066
Registrant's Telephone Number, Including Area Code

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

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock, $0.00001 par value per share	NEUP	The Nasdaq Stock Market, LLC

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

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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 1.01 Entry into a Material Definitive Agreement.

On October 23, 2026, the Board of Directors (the "Board") of Neuphoria Therapeutics Inc. ("Neuphoria" or the "Company"), a Delaware corporation, entered into Amendment No. 1 (the "Amendment") to the Rights Agreement, dated as of October 27, 2025, by and between the Company and Computershare Trust Company, N.A., as Rights Agent (the "Original Rights Agreement," and as amended by the Amendment). Pursuant to the Amendment, the Final Expiration Date of the Original Rights Agreement has been extended until the Close of Business on October 27, 2027, unless earlier extended, modified or terminated. Capitalized terms used but not defined herein have the meanings specified in the Rights Agreement, as amended.

The Rights are in all respects subject to and governed by the provisions of the Original Rights Agreement, except as as amended by the Amendment. The above description of the Original Rights Agreement and the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Original Rights Agreement, which is incorporated by reference to Exhibit 4.1 to the Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on October 27, 2025, and to the Amendment, which is attached hereto as Exhibit 4.2, both of which are incorporated herein by reference.

Item 3.03. Material Modifications to Rights of Security Holders.

The information set forth under Item 1.01 is incorporated into this Item 3.03 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Rights Agreement, dated as of October 27, 2025 between Neuphoria Therapeutics Inc. and Computershare Trust Company, N.A., which includes the form of Certificate of Designation as Exhibit A, the form of Right Certificate as Exhibit B (incorporated herein by reference to Exhibit 4.1 to Form 8-K filed with the SEC on October 27, 2025)
4.2	Amendment No. 1 to Rights Agreement, dated as of October 23, 2026, by and between Neuphoria Therapeutics Inc. and Computershare Trust Company, N.A., as rights agent
104	Cover Page Interactive Data File (the cover page XBRL tags are 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, thereunto duly authorized.

NEUPHORIA THERAPEUTICS INC.

By: /s/ Spyridon Papapetropoulos
Spyridon Papapetropoulos
Interim Chief Executive Officer

Date: October 23, 2026

Exhibit 4.2

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1, dated as of October 23, 2026 (this "**Amendment**"), amends that certain Rights Agreement, dated as of October 27, 2025 (the "**Rights Agreement**"), by and between Neuphoria Therapeutics Inc., a Delaware corporation (the "**Company**"), and Computershare Trust Company, N.A. (the "**Rights Agent**"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Rights Agreement.

WHEREAS, the Company and the Rights Agent have executed and entered into the Rights Agreement;

WHEREAS, Section 27 of the Rights Agreement provides, among other things, that the Company may, in its sole and absolute discretion, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Rights Agreement in any respect without the approval of any holders of Rights or Common Shares, and the Rights Agent shall, if the Company so directs, execute such supplement or amendment;

WHEREAS, to the knowledge of the Company, as of the date hereof, the Rights are still redeemable;

WHEREAS, the Board of Directors of the Company has: (i) deemed it advisable and in the best interests of the Company and its stockholders to amend certain provisions of the Rights Agreement as set forth herein; (ii) approved this Amendment; and (iii) authorized the proper officers of the Company to execute and deliver the same to the Rights Agent;

WHEREAS, pursuant to and in accordance with Section 27 of the Rights Agreement, the Company desires to amend the Rights Agreement as set forth below.

NOW, THEREFORE, in consideration of the premises set forth above, the parties hereto, intending to be legally bound hereby, agree as follows:

1. The definition of "Final Expiration Date" set forth in Section 1(w) of the Rights Agreement is hereby amended and restated in its entirety as follows:

   ""***Final Expiration Date***" shall mean the Close of Business on October 27, 2027."

2. Exhibit B to the Rights Agreement shall be deemed amended in a manner consistent with this Amendment.

3. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State, without giving effect to the choice of law or conflict of law principles thereof or of any other jurisdiction to the extent that such principles would require or permit the application of the laws of another jurisdiction.

4. If any term, provision, covenant, or restriction of this Amendment, or the application thereof to any circumstance, is held by a court of competent jurisdiction or other authority to be invalid, null, void, or unenforceable, the remainder of the terms, provisions, covenants, and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

5. Except as expressly set forth in this Amendment, the Rights Agreement will not otherwise be supplemented or amended by virtue of this Amendment and will remain in full force and effect and otherwise shall be unaffected by virtue of this Amendment.

6. This Amendment may be executed in any number of counterparts, and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment executed and/or transmitted electronically shall have the same authority, effect, and enforceability as an original signature.

7. This Amendment shall be effective as of the date first written above.

8. Upon and after the effectiveness of this Amendment, each reference in the Rights Agreement to "this Agreement," "hereunder," "hereof" or words of like import referring to the Rights Agreement, and each reference in any other document to "the Rights Agreement," "thereunder," "thereof" or words of like import referring to the Rights Agreement, shall mean and be a reference to the Rights Agreement as amended hereby.

9. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies in his or her capacity as an officer on behalf of the Company to the Rights Agent that this Amendment is in compliance with the terms of Section 27 of the Rights Agreement.

[*Signature Page Follows*]

IN WITNESS WHEREOF, this Amendment has been duly executed by the Company and the Rights Agent as of the date first written above.

NEUPHORIA THERAPEUTICS INC.

By: /s/ Spyridon Papapetropoulos
Name: Spyridon Papapetropoulos
Title: Interim CEO

COMPUTERSHARE TRUST COMPANY, N.A.

By: /s/ Shirley Nessralla
Name: Shirley Nessralla
Title: Senior Vice President