

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): **December 23, 2025**

PELTHOS THERAPEUTICS INC.
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	001-41964 (Commission File Number)	86-3335449 (IRS Employer Identification No.)
4020 Stirrup Creek Drive, Suite 110 Durham, NC (Address of registrant's principal executive office)		27703 (Zip code)

Registrant's telephone number, including area code: **(919) 908-2400**

(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 Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	PTHS	The NYSE American LLC

Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 23, 2025, the Board of Directors (the “Board”) of Pelthos Therapeutics Inc. (the “Company”) expanded the number of members of the Board from seven to eight and appointed Andrew J. Einhorn to fill the vacancy created by such expansion.

Mr. Einhorn, age 66, is an employee of Danforth Advisors, LLC, serving as a fractional Chief Financial Officer and Strategic Advisor since April 2022, where he provides CFO advisory services and interim finance leadership to public and private biotechnology and commercial pharmaceutical companies, including recent roles as Interim CFO of Cognition Therapeutics, Inc., Head of Finance at ITF Therapeutics LLC, and strategic advisor to certain portfolio companies of UPMC Enterprises and Teclison, Inc.; previously, he was Chief Financial Officer of RVL Pharmaceuticals plc from September 2017 to April 2022, Chief Financial Officer and EVP of Corporate Development at Edge Therapeutics from May 2013 to March 2017, and co-founder and CFO of Oceana Therapeutics, Esprit Pharma, and ESP Pharma, with earlier experience in investment banking and public accounting, and currently serves on the advisory board of Predictive Oncology and as a Venture Advisor to Israel Biotech Fund.

Mr. Einhorn will serve on the Board until the Company’s 2026 annual meeting of shareholders and until his successor is elected and qualified or until his earlier resignation or removal. The Board has affirmatively determined that Mr. Einhorn is qualified to serve as an “independent director” in accordance with the requirements of The Nasdaq Stock Market LLC and the Securities and Exchange Commission (the “SEC”). Effective December 23, 2025, Mr. Einhorn will serve on the Audit Committee and the Compensation Committee of the Board.

For his service as a director, Mr. Einhorn will be entitled to the compensation that the Company generally provides to its non-employee directors. Mr. Simons will also be able to participate in the Pelthos Therapeutics Inc. 2023 Equity Incentive Plan, as amended (the “Plan”). Effective December 23, 2025, Mr. Einhorn will receive a grant of 12,000 restricted stock units (“RSUs”) under the Plan. Each RSU represents the right to receive one full share of the Company’s common stock, par value, \$0.0001 per share, and the RSUs will vest on January 1, 2027.

The Company entered into an indemnification agreement with Mr. Einhorn, which is on substantially the same terms as the indemnification agreements with the Company’s other directors and executive officers. The Company has previously filed a form of indemnification agreement as Exhibit 10.9 to the Company’s Current Report on Form 8-K filed with the SEC on July 2, 2025, which is incorporated by reference herein.

Other than the foregoing standard compensation arrangements, there are no other arrangements or understandings between Mr. Einhorn and any other person pursuant to which he was appointed as a director. Mr. Einhorn is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K. Mr. Einhorn does not have a family relationship with any member of the Board or any executive officer of the Company.

Item 8.01 Other Events.

On December 23, 2025, the Company issued a press release announcing the appointment of Mr. Einhorn to the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K and Exhibit 99.1 contain forward-looking statements. Forward-looking statements include, but are not limited to, statements that express the Company's intentions, beliefs, expectations, strategies, predictions or any other statements related to the Company's future activities, or future events or conditions. These statements are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by its management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks that may be included in documents that the Company files from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Current Report on Form 8-K, except as required by law.

Item 9.01 Financial Statements and Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this report:

Exhibit No.	Description
99.1	Press Release dated December 23, 2025

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.

Date: December 23, 2025

Pelthos Therapeutics Inc.

By: /s/ Francis Knuettel II

Name: Francis Knuettel II
Title: Chief Financial Officer



FOR IMMEDIATE RELEASE

Pelthos Therapeutics Expands Board of Directors with the Appointment of Andrew Einhorn

Seasoned executive brings four decades of finance, capital markets, and life sciences experience

DURHAM, N.C., December 23, 2025 — Pelthos Therapeutics Inc. (NYSE American: PTHS), a biopharmaceutical company committed to commercializing innovative therapeutic products for unmet patient needs (“Pelthos”), today announced it has named veteran finance executive Andrew J. Einhorn to its Board of Directors effective immediately. Mr. Einhorn will serve on the Board of Directors until Pelthos’ 2026 annual meeting of shareholders and until his successor is elected and qualified or until his earlier resignation or removal. Also, effective immediately, Mr. Einhorn will also serve on the Audit Committee and the Compensation Committee of the Pelthos Board of Directors.

Mr. Einhorn brings extensive corporate financial management experience to the role, with more than four decades of experience in investment banking and capital markets, as well as in C-level finance roles at fast-paced clinical and commercial-stage life science companies.

“Andrew’s extensive capital markets and in-house finance experience make him a strong addition to the Pelthos Board of Directors,” said Peter Greenleaf, Chairman of the Board. “His experience accelerating company growth at multiple public and private life science companies will be critical as Pelthos grows as a commercially focused company.”

With the addition of Mr. Einhorn, the Pelthos Board has increased to eight directors.

Mr. Einhorn currently serves as a consultant at Danforth Advisors, providing high-level strategic financial guidance to public and private life science companies. Before joining Danforth, Mr. Einhorn served as Chief Financial Officer at multiple clinical and commercial-stage biotechnology companies, including ESP Pharma, Esprit Pharma, Oceana Therapeutics, Edge Therapeutics and RVL Pharmaceuticals, over his 20-year tenure in the industry. He previously worked in capital markets and investment banking for more than 20 years. He currently serves as a venture advisor to the Israel Biotech Fund.

“I am excited to work alongside this distinguished group of industry executives to help guide Pelthos in my new role on Pelthos’ Board of Directors,” said Mr. Einhorn. “I believe Pelthos is already off to a strong start as a new publicly traded company, and I look forward to collaborating with the Board of Directors to enhance the Pelthos mission for the bright future ahead.”

About Pelthos Therapeutics

Pelthos Therapeutics is a biopharmaceutical company committed to commercializing innovative, safe, and efficacious therapeutic products to help patients with unmet treatment burdens. The company's lead product ZELSUVMI™ (berdazimer) topical gel, 10.3%, for the treatment of molluscum contagiosum, was approved by the U.S. Food and Drug Administration in 2024. More information is available at www.pelthos.com. Follow Pelthos on LinkedIn and X.

Forward-Looking Statements

This press release contains forward-looking statements, as defined in Section 21E of the Securities Exchange Act of 1934, regarding Pelthos' current expectations. All statements, other than statements of historical fact, could be deemed to be forward-looking statements. In some instances, words such as "plans," "believes," "expects," "anticipates," and "will," and similar expressions, are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect our good faith beliefs (or those of the indicated third parties) and speak only as of the date hereof. These forward-looking statements include, without limitation, references to our expectations regarding (i) Mr. Einhorn's capital markets and in-house finance experience making him a strong addition to the Pelthos Board of Directors, (ii) the impact Mr. Einhorn's experience accelerating company growth at multiple public and private life science companies will have on Pelthos as it grows as a commercially focused company, and (iii) Mr. Einhorn's belief that Pelthos is already off to a strong start as a new publicly traded company and his expectations with respect to enhancing the Pelthos mission in the future. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results to differ materially from those set forth in such forward-looking statements include, but are not limited to, risks and uncertainties related to our reliance on third-party partners for market access and distribution; the possibility that ZELSUVMI may not achieve market acceptance or broad formulary coverage; our ability to maintain regulatory approvals; and changes in general economic conditions, including as a result of war, conflict, epidemic diseases, the implementation of tariffs, and ongoing or future litigation could expose us to significant liabilities and have a material adverse effect on us. These and other risks and uncertainties are described more fully in our filings with the U.S. Securities and Exchange Commission. The information in this press release is provided only as of the date of this press release, and we undertake no obligation to update any forward-looking statements contained in this press release based on new information, future events, or otherwise, except as required by law.

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