Exhibit A-1

Theriva Biologics, Inc. Form 8-K filed November 20, 2026, with Exhibit 99.1

(Accession No. 0001104659-26-130644)

Nejmeh v. Theriva Biologics, Inc., No. 3:26-cv-00705-ART-CSD

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): November 20, 2026

THERIVA BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-12584**	**13-3808303**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

9605 Medical Center Drive, Suite 270
Rockville, Maryland 20850
(Address of principal executive offices and zip code)

(301) 417-4364
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(b) 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 $0.001 per share	TOVX	NYSE American

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company ¨

If an emerging growth company, indicate by checkmark 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 8.01. Other Events.

On November 20, 2026, Theriva Biologics, Inc., a Nevada corporation (the "Company"), issued a press release announcing that the Company's Board of Directors approved a 1-for-30 reverse stock split of the Company's issued, outstanding and authorized common stock, pursuant to Section 78.207 of the Nevada Revised Statutes (the "Reverse Stock Split"). The Reverse Stock Split is anticipated to be effective as of 11:59 p.m. (Eastern Time) on December 1, 2026, and it is expected that the Company's common stock will begin trading on a split-adjusted basis as of the open of trading on December 2, 2026. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release issued by Theriva Biologics, Inc., dated November 20, 2026
104	Cover Page Interactive Data File (embedded within the 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: November 20, 2026

THERIVA BIOLOGICS, INC.

By: /s/ Steven A. Shallcross
Name: Steven A. Shallcross
Title: Chief Executive Officer and Chief Financial Officer

Exhibit 99.1

Theriva™ Biologics Announces Reverse Stock Split

Rockville, MD, November 20, 2026 – Theriva™ Biologics, Inc. (NYSE American: TOVX), a diversified clinical-stage company developing therapeutics designed to treat cancer and related diseases in areas of high unmet need, announced today a reverse stock split of its authorized and issued and outstanding common stock, par value $0.001 per share, at a ratio of one (1) share of common stock for every thirty (30) shares of common stock, effective as of 11:59 p.m. (Eastern Time) on December 1, 2026 (the "Effective Date"). The Company's common stock will begin trading on a split-adjusted basis when the market opens on December 2, 2026. The reverse stock split was authorized by the Company's Board of Directors on November 13, 2026. Pursuant to the laws of the State of Nevada, the Company's state of incorporation, the Company's Board of Directors has the authority to effect a reverse stock split without shareholder approval if the number of authorized shares of common stock and the number of outstanding shares of common stock are proportionally reduced. The Company will file a certificate of change to its articles of incorporation, as amended, with the Secretary of State of Nevada to effect the reverse stock split. The Company's common stock will continue to trade on the NYSE American under the stock ticker "TOVX" but will trade under the new CUSIP number 87164U607.

As a result of the reverse split, each thirty (30) pre-split shares of common stock outstanding will automatically combine into one (1) new share of common stock without any action on the part of the holders, and the number of outstanding common shares will be reduced from 45,892,668 shares to approximately 1,529,756 shares without taking into account fractional shares. The number of authorized shares of common stock will be proportionally reduced from 350,000,000 shares to 11,666,666 shares.

The reverse stock split is being effected to ensure that the Company can meet the per share price requirements of the NYSE American, the Company's current listing exchange.

No fractional shares will be issued as a result of the reverse stock split. Stockholders who otherwise would be entitled to a fractional share because they hold a number of shares not evenly divisible by the one (1) for thirty (30) reverse split ratio will automatically be entitled to receive an additional fractional share of the Company's common stock to round up to the next whole share.

Proportionate adjustments will also be made to the number of shares of common stock issuable upon exercise of, and the exercise price of, the Company's outstanding warrants and stock options, and to the number of shares of common stock reserved for issuance under the Company's equity incentive plans.

The Company's transfer agent, Equiniti Trust Company, which is also acting as the exchange agent for the reverse split, will send instructions to stockholders of record who hold stock certificates regarding the exchange of their old certificates for new certificates, should they wish to do so. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take action to effect the exchange of their shares.

About Theriva™ Biologics, Inc.

Theriva™ Biologics (NYSE American: TOVX) is a diversified clinical-stage company developing therapeutics designed to treat cancer and related diseases in areas of high unmet need. The Company's subsidiary Theriva Biologics, S.L., has been developing a new oncolytic adenovirus platform designed for intravenous (IV), intravitreal and intratumoral delivery to trigger tumor cell death, improve access of co-administered cancer therapies to the tumor, and promote a robust and sustained anti-tumor response by the patient's immune system. The Company's lead clinical-stage candidate is VCN-01 (zabilugene almadenorepvec), an oncolytic adenovirus designed to replicate selectively within tumor cells, and to degrade the tumor stroma barrier that serves as a significant physical and immunosuppressive barrier to cancer treatment. For more information, please visit Theriva™ Biologics' website at www.therivabio.com.

Forward-Looking Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions, and include statements regarding our planned reverse stock split, including its expected effective date and the expected commencement of trading on a split-adjusted basis. These forward-looking statements are based on management's expectations and assumptions as of the date of this press release and are subject to a number of risks and uncertainties, many of which are difficult to predict that could cause actual results to differ materially from current expectations and assumptions from those set forth or implied by any forward-looking statements. Important factors that could cause actual results to differ materially from current expectations include, among others, the reverse stock split having the desired effect; the Company's ability to maintain compliance with the continued listing standards of the NYSE American; the Company's ability to raise capital and/or enter into one or more strategic alternatives, that may include a business combination, merger or reverse merger; the Company's ability to obtain development funding and/or partnerships; the Company's ability to receive any milestone or royalty payments from Biossil; the Company's commencement of planned clinical trials, which remains subject to sufficient financing; the Company's ability to finalize protocols for future clinical trials evaluating VCN-01; results of future trials supporting further clinical development of VCN-01 and supporting the benefits of more frequent repeated dosing of VCN-01; the Company's ability to reach clinical milestones when anticipated, including the ability to continue to enroll patients as planned; generating clinical data that establishes VCN-01 may improve patient outcomes in cancer patients; the ability to obtain regulatory approval for commercialization of product candidates or to comply with ongoing regulatory requirements, including approval of VCN-01 to treat cancer patients; regulatory limitations relating to the Company's ability to promote or commercialize its product candidates for the specific indications; acceptance of the Company's product candidates in the marketplace; the successful development, marketing or sale of the Company's products; developments by competitors that render such products obsolete or non-competitive; the Company's ability to maintain license agreements; the continued maintenance and growth of the Company's patent estate; the ability to continue to remain well financed; and other factors described in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and its other filings with the SEC, including subsequent periodic reports on Forms 10-Q and current reports on Form 8-K. The information in this release is provided only as of the date of this release, and Theriva Biologics undertakes no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

For further information, please contact:

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