Exhibit A-2

Theriva Biologics, Inc. Form 8-K filed November 18, 2026

(Accession No. 0001104659-26-129752)

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 18, 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 5.07. Submission of Matters to a Vote of Security Holders.

On November 18, 2026, Theriva Biologics, Inc. (the "Company") held a special meeting of its stockholders (the "Special Meeting"), where the Company's stockholders voted on the following three (3) proposals and cast their votes as described below. These matters are described in detail in the Company's definitive proxy statement on Schedule 14A for the Special Meeting, which was filed with the Securities and Exchange Commission on October 20, 2026 (the "Definitive Proxy Statement"). As of October 9, 2026, the record date for the Special Meeting, 45,892,688 shares of the Company's common stock were issued and outstanding, and 16,754,223 shares of common stock, or approximately 36.5% of the shares of common stock outstanding as of the record date, were present in person or represented by proxy at the Special Meeting.

The final results for Proposals 1, 2 and 3, as set forth in the Definitive Proxy Statement, were as follows:

Proposal 1 – Approval of Amendment to Increase the Number of Authorized Shares of Common Stock.

The stockholders approved an amendment to the Company's Articles of Incorporation, as amended, to, at the discretion of the Company's Board of Directors, increase the number of authorized shares of the Company's common stock to 500,000,000 shares (the "Charter Amendment"), as described in the Definitive Proxy Statement. As described in the Definitive Proxy Statement, the Board of Directors has discretion to determine whether to file the Charter Amendment and may elect not to effect the Charter Amendment, notwithstanding stockholder approval. The results of the voting for this approved proposal are as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
10,798,374	5,790,533	165,316	0

Proposal 2 - Ratification and Approval of Issuance of Common Stock Upon Exercise of Warrants.

The stockholders ratified and confirmed the prior approval obtained at the Company's 2026 Annual Meeting of Stockholders held on August 3, 2026 and, approved, to the extent necessary, in each case pursuant to Section 713(a) of the NYSE American Company Guide and the terms of an inducement agreement, the issuance of up to an aggregate of 16,184,560 shares of common stock upon the exercise of the Company's common stock purchase warrants issued to institutional investors in the Company's private placement offering, which closed on October 17, 2025, as described in the Definitive Proxy Statement. The results of the voting for this approved proposal are as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,804,211	2,516,522	60,436	11,373,054

Proposal 3 – Approval of the Adjournment of the Special Meeting.

The stockholders approved a proposal to adjourn the Special Meeting to a later date, if necessary or appropriate, as described in the Definitive Proxy Statement. The results of the voting for this approved proposal are as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
11,882,129	4,679,952	192,142	0

Notwithstanding the approval of this proposal, because each of Proposals 1 and 2 received the requisite votes for approval at the Special Meeting as convened, it was not necessary for the Company to adjourn the Special Meeting.

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 18, 2026

THERIVA BIOLOGICS, INC.

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