

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): May 7, 2026

KALA BIO, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-38150 (Commission File Number)	27-0604595 (IRS Employer Identification No.)
1167 Massachusetts Avenue Arlington, MA (Address of principal executive offices)		02476 (Zip Code)

Registrant's telephone number, including area code: (781) 996-5252

(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:

- 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	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	KALA	Nasdaq Capital Market

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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained 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.

On May 7, 2026, KALA BIO, Inc. (the “*Company*”) filed a Certificate of Amendment (the “*Certificate of Amendment*”) to the Company’s Restated Certificate of Incorporation (as amended, the “*Certificate of Incorporation*”) with the Secretary of State of Delaware to effect a 1-for-50 reverse stock split of the shares of the Company’s common stock, par value \$0.001 per share (the “*Common Stock*”), either issued and outstanding or held by the Company as treasury stock, effective as of 4:05 p.m. (Delaware time) on May 8, 2026 (the “*Reverse Stock Split*”). As previously reported, the Company held its 2025 annual meeting of stockholders on January 30, 2026 (the “*Annual Meeting*”), at which Annual Meeting the Company’s stockholders approved the Certificate of Amendment to effect a reverse stock split of the Company’s Common Stock at a ratio in the range of 1-for-2 to 1-for-100, with such ratio to be determined by the Company’s Board of Directors (the “*Board*”) and included in a public announcement. The Board determined to effect the Reverse Stock Split at a ratio of 1-for-50 and approved the corresponding final form of the Certificate of Amendment.

As a result of the Reverse Stock Split, every fifty (50) shares of issued and outstanding Common Stock will be automatically combined into one (1) issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders that would hold fractional shares as a result of the Reverse Stock Split are entitled to receive a cash payment in lieu of said fractional shares based on the closing price on the Nasdaq Capital Market on May 7, 2026. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 929,491,578 shares to approximately 18,589,832 shares, subject to adjustment for the rounding up of fractional shares. The number of authorized shares of Common Stock under the Certificate of Incorporation will remain unchanged at 1,500,000,000 shares.

Proportionate adjustments will be made to the per share exercise price and the number of shares of Common Stock that may be purchased upon the exercise or conversion, as applicable, of outstanding equity awards under the Company’s 2009 Employee, Director and Consultant Equity Incentive Plan, Amended and Restated 2017 Equity Incentive Plan (the “2017 Equity Plan”) and the and Amended and Restated 2017 Employee Stock Purchase Plan (the “2017 Stock Plan”). The number of shares reserved for issuance under the 2017 Equity Plan and 2017 Stock Plan will be proportionately reduced in accordance with the terms of such plans.

The Common Stock will begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market on May 11, 2026. The trading symbol for the Common Stock will remain “KALA.” The new CUSIP number for the Common Stock following the Reverse Stock Split is 483119301.

For more information about the Reverse Stock Split, see the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on December 30, 2026, the relevant portions of which are incorporated herein by reference. The information set forth herein is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01. Other Events.

On May 7, 2026, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation, as amended, of KALA BIO, Inc.
99.1	Press Release, issued on May 7, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KALA BIO, INC.

Date: May 7, 2026

By: /s/ Avi Minkowitz
Name: Avi Minkowitz
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
THE RESTATED CERTIFICATE OF INCORPORATION OF
KALA BIO, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Kala Bio, Inc., a corporation organized under and existing by virtue of the General Corporation Law of the State of Delaware (“DGCL”), DOES HEREBY CERTIFY:

1. The name of the corporation is Kala Bio, Inc. (the “Corporation”).
2. The date of filing the original Certificate of Incorporation of this Corporation with the Secretary of State of the State of Delaware was July 7, 2009.
3. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Certificate of Incorporation and declaring said amendment to be advisable and calling for the consideration and approval thereof at a meeting of the stockholders of the Corporation.
4. Resolutions were duly adopted by the Board of Directors of the Corporation, in accordance with the provisions of the Certificate of Incorporation set forth below, providing that, effective as of 4:05 p.m., New York time, on May 8, 2026, each fifty (50) issued and outstanding shares of the Corporation’s Common Stock, par value \$0.001 per share, shall be converted into one (1) share of the Corporation’s Common Stock, par value \$0.001 per share, as constituted following such date.
5. The Certificate of Incorporation is hereby amended by amending and restating paragraph A.5 of Article FOURTH in its entirety as follows:

“5. Reverse Split. Upon the effectiveness of the filing of this Certificate of Amendment (the “Effective Time”) each share of the Corporation’s common stock, \$0.001 par value per share (the “Old Common Stock”), either issued or outstanding or held by the Corporation as treasury stock, immediately prior to the Effective Time, will be automatically reclassified and combined (without any further act) into a smaller number of shares such that each fifty (50) shares of Old Common Stock issued and outstanding or held by the Company as treasury stock immediately prior to the Effective Time is reclassified into one share of Common Stock, \$0.001 par value per share, of the Corporation (the “New Common Stock”), (the “Reverse Stock Split”). No fractional shares will be issued. Stockholders that would hold fractional shares as a result of the Reverse Stock Split are entitled to receive a cash payment in lieu of said fractional shares based on the closing price on the Nasdaq Capital Market on May 7, 2026. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock into which such shares of Old Common Stock shall have been reclassified minus the fraction, if any, of a share of New Common Stock issued as aforesaid.”

6. The foregoing amendment was effected pursuant to a resolution of the Board of Directors of said corporation.
7. Thereafter, pursuant to a resolution by the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval in accordance with the provisions of Section 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

[Signature page follows.]

IN WITNESS WHEREOF, Kala Bio, Inc. has caused this Certificate of Amendment to be duly executed by the undersigned duly authorized officer as of this 7th day of May, 2026.

KALA BIO, INC.

By: /s/ Avi Minkowitz

Name: Avi Minkowitz

Title: Chief Executive Officer

[Signature Page to Certificate of Amendment]

KALA BIO Announces Reverse Stock Split***Common Stock Will Begin Trading on Split-Adjusted Basis on May 11, 2026***

Arlington, MA, May 7, 2026 (GLOBE NEWSWIRE) — **KALA BIO**, Inc. (NASDAQ: KALA) (“KALA BIO” or the “Company”), today announced that it intends to effect a reverse stock split of its common stock, par value \$0.001 per share (the “common stock”) at a ratio of 1 post-split share for every 50 pre-split shares. The reverse stock split will become effective at 4:05 p.m. on Friday, May 8, 2026. The Company’s common stock will continue to be traded on the Nasdaq Capital Market under the symbol KALA and will begin trading on a split-adjusted basis when the market opens on Monday, May 11, 2026. The new CUSIP number for the common stock following the reverse stock split is 483119301.

At a special meeting of stockholders, as adjourned and held on January 30, 2026, the Company’s stockholders granted the Company’s Board of Directors the discretion to effect a reverse stock split of the Company’s common stock through an amendment to its Restated Certificate of Incorporation, as amended, at a ratio of not less than 1-for-2 and not more than 1-for-100, with such ratio to be determined by the Company’s Board of Directors.

At the effective time of the reverse stock split, every fifty (50) shares of the Company’s issued and outstanding common stock will be converted automatically into one issued and outstanding share of common stock without any change in the par value per share. Stockholders holding shares through a brokerage account will have their shares automatically adjusted to reflect the 1-for-50 reverse stock split. It is not necessary for stockholders holding shares of the Company’s common stock in certificated form to exchange their existing stock certificates for new stock certificates of the Company in connection with the reverse stock split, although stockholders may do so if they wish.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in the Company’s equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. No fractional shares will be issued. Stockholders that would hold fractional shares as a result of the Reverse Stock Split are entitled to receive a cash payment in lieu of said fractional shares based on the closing price on the Nasdaq Capital Market on May 7, 2026. The reverse stock split will reduce the number of shares of the Company’s common stock outstanding from 929,491,578 shares to approximately 18,589,832 shares. Proportional adjustments will be made to the number of shares of the Company’s common stock issuable upon exercise or conversion of the Company’s equity awards, warrants and other convertible securities, as well as the applicable exercise or conversion price thereof. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company’s transfer agent, Equiniti Trust Company, LLC, at (929) 469-2386.

ABOUT KALA BIO (NASDAQ: KALA)

KALA BIO, Inc. is a clinical-stage biopharmaceutical company building a dedicated, on-premises AI infrastructure platform for the biotechnology industry. The Company’s dual strategy combines a proprietary biologics pipeline—including its mesenchymal stem cell secretome (MSC-S) platform and FDA Orphan Drug- and Fast Track-designated product candidates—with a scalable AI platform-as-a-service business designed to deploy secure, purpose-built AI solutions directly within biotech and pharmaceutical client environments.

Through its exclusive worldwide license for the Reseagency AI research platform from Younet, Kala intends to serve as the dedicated AI infrastructure partner for the biotechnology industry, enabling organizations of all sizes to unlock the value of their proprietary biological data without surrendering control. Kala is advancing an agentic transformation strategy for biomedical organizations through Reseagency.ai, a platform designed to enable scalable, governed deployment of AI agents across research, documentation, and operational workflows. The Company’s focus on enterprise security, real-time performance, and seamless integration positions it at the forefront of innovation in the life sciences AI sector.

Kala believes the future of biomedical innovation is in agentic systems. For more information, visit www.kalarx.com and www.Reseagency.ai

Forward-looking Statements

This press release contains “forward-looking statements.” Such statements may be preceded by the words “intends,” “may,” “will,” “plans,” “expects,” “anticipates,” “projects,” “predicts,” “estimates,” “aims,” “believes,” “hopes,” “potential” or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company’s control, and cannot be predicted or quantified; consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with: the effect that the reverse stock split may have on the price of the Company’s common stock; the Company’s ability to maintain its listing on the Nasdaq Capital Market; risks that AI technologies may not produce expected results in drug discovery or development; risks related to the development, deployment, and performance of the Reseagency platform; risks that the Company may not successfully attract or retain external platform clients; risks that the platform-as-a-service business model may not generate anticipated revenues; risks that the Company’s product candidates may not be successfully developed or commercialized; risks related to the Company’s limited cash resources and ability to continue as a going concern; risks that the third-party information contained herein was not accurate at the time it was published and/or does not accurately predict the future; risks related to the Company’s ability to raise future capital and the possibility that market conditions may limit the Company’s ability to raise capital on favorable terms; risks related to the Company’s ability to regain compliance with Nasdaq listing requirements; competition from larger, better-resourced companies including major technology and pharmaceutical companies; dependence on key personnel and third-party technology providers; the accuracy of third-party market forecasts and projections cited herein; risks that the Company may elect not to expand or continue its deployment of the Reseagency platform beyond the initial term; risks that Younet may not perform its obligations under the Agreement; and other risks detailed in the “Risk Factors” section of the Company’s Annual Report on Form 10-K as they may be revised in the Company’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and other filings with the Securities and Exchange Commission. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission (“SEC”), including the Company’s Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at: <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events, or otherwise, except as required by law.

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