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): August 21, 2026

Kairos Pharma, Ltd.
(Exact name of registrant as specified in its charter)

Delaware	001-42275	46-2993314
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2355 Westwood Blvd #139
Los Angeles, CA 90064
(Address of principal executive offices) (Zip Code)

(310) 948-2356
(Registrant's telephone number, including area code)

(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(s)	Name of each exchange on which registered
Common Stock $0.001 per share	KAPA	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. ☐

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements regarding the anticipated effective date of the Reverse Stock Split, the expected commencement of trading on a split-adjusted basis, and the acceptance of the certificate of amendment to the certificate of incorporation by the Secretary of State of the State of Delaware. Forward-looking statements are typically identified by words such as "will," "expect," "anticipate," "believe," "intend," "plan," "estimate," "may," "should," "could," and similar expressions. These statements are based on the Company's current expectations and assumptions and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2026 annual meeting of stockholders of Kairos Pharma, Ltd. (the "Company") held on June 29, 2026 (the "Annual Meeting"), the Company's stockholders approved an amendment to the Company's certificate of incorporation to authorize one or more reverse stock splits of the Company's outstanding shares of common stock, par value, $0.001 per share (the "Common Stock"), at a reverse split ratio between one-for-three (1:3) and one-for-two hundred and fifty (1:250), as determined by the Board of Directors of the Company (the "Board") from time to time.

On August 18, 2026, pursuant to such authority granted by the Company's stockholders at the Annual Meeting, the Board authorized Company management to complete a reverse stock split of one-for-seven (1:7) (the "Reverse Stock Split") of the issued and outstanding shares of Common Stock. On August 21, 2026, the Company filed a certificate of amendment to amend the certificate of incorporation of the Company (the "Certificate of Amendment") with the Secretary of State of the State of Delaware, with an effective date of September 1, 2026 (the "Effective Date").

The Reverse Stock Split will become effective at the start of trading on September 1, 2026 (the "Effective Time"), at which time it will begin trading on the NYSE American LLC ("NYSE American") on a Reverse Stock Split-adjusted basis. At such time, every seven (7) shares of the Company's issued and outstanding Common Stock immediately prior to the Effective Time will automatically be reclassified into one (1) share of Common Stock, without any change in the par value per share. The Reverse Stock Split will also reduce the number of shares of Common Stock issuable upon the exercise or vesting of the Company's outstanding warrants and restricted stock units in proportion to the ratio of the Reverse Stock Split and causes a proportionate increase in the exercise prices of such warrants. The Reverse Stock Split will not change the total number of authorized shares of Common Stock or preferred stock.

The new CUSIP number for the Company's Common Stock following the Reverse Stock Split is 48301N203.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders who otherwise would be entitled to receive a fractional share in connection with the Reverse Stock Split will receive one full share of the post-Reverse Stock Split Common Stock in lieu of such fractional share. VStock Transfer LLC is acting as exchange agent for the Reverse Stock Split and will notify stockholders of record regarding the Reverse Stock Split. Stockholders who hold their shares in book-entry form or in "street name" (through a broker, bank or other holder of record) are not required to take any action.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this report and incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

On August 21, 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 and is incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including the information contained in Exhibit 99.1 is being furnished to the U.S. Securities and Exchange Commission, and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to certificate of incorporation
99.1	Press Release dated August 21, 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, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 21, 2026

KAIROS PHARMA, LTD.

By: */s/ John S. Yu*
Name: John S. Yu
Title: Chief Executive Officer and Chairman of the Board of Directors

Exhibit 3.1

**CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION
OF
KAIROS PHARMA, LTD.**

Kairos Pharma, Ltd., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

A. The Corporation was originally incorporated, and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 10, 2023, under the name "Kairos Pharma, Ltd."

B. This Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment") was duly adopted by the Board of Directors of the Corporation in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware.

Article IV, Section 4.1 of the Certificate is hereby amended and restated to read in its entirety as follows:

"ARTICLE IV

Section 4.1. The total number of shares of all classes of stock that the Corporation has authority to issue is 120,000,000 shares, consisting of two classes: 100,000,000 shares of Common Stock, $0.001 par value per share ("***Common Stock***"), and 20,000,000 shares of Preferred Stock, $0.001 par value per share ("***Preferred Stock***").

Effective as of 12:01 AM Eastern time on September 1, 2026 (the "***Effective Time***") each seven (7) shares of the Corporation's Common Stock, par value $0.001 per share, issued and outstanding shall be combined into one share of Common Stock, par value $0.001 per share, of the Corporation (the "***Reverse Stock Split***"). No fractional shares shall be issued. Any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be rounded up to the nearest whole share; provided, that where shares are held in certificated form, the surrender of a stockholder's Old Certificates (as defined below) will be required. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the treatment of fractional share interests as described above."

C. This Certificate of Amendment shall be effective as of the Effective Time.

D. This Certificate of Amendment was submitted to the stockholders of the Corporation and was duly adopted and approved in accordance with the provisions of Section 242 of General Corporate Law of the State of Delaware at the annual meeting of the stockholders of the Corporation.

IN WITNESS WHEREOF, Kairos Pharma, Ltd. has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation on August 21, 2026.

Kairos Pharma, Ltd.

By: */s/ John S. Yu*
Name: John S. Yu
Title: Chief Executive Officer

Exhibit 99.1

Kairos Pharma Announces 1-for-7 Reverse Stock Split

LOS ANGELES – August 21, 2026 – Kairos Pharma, Ltd. (NYSE American: KAPA), a clinical-stage biopharmaceutical company focused on overcoming cancer drug resistance, today announced that it will conduct a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-7 (the “Reverse Stock Split”). The Reverse Stock Split is expected to become effective on September 1, 2026 at 12:01 a.m. ET (the “Effective Time”), with shares expected to begin trading on the NYSE American on a split-adjusted basis at market open on September 1, 2026 under the existing trading symbol “KAPA” and a new CUSIP number of 48301N203.

In connection with the Reverse Stock Split, every seven (7) shares of the Company’s common stock issued and outstanding immediately prior to the Effective Time will be automatically reclassified and combined into one (1) share of common stock. No fractional shares of common stock will be issued as a result of the Reverse Stock Split. Instead, the Company will issue to holders of record who were entitled to a fraction of a share as a result of the Reverse Stock Split, a fraction of a share of common stock as is necessary to round up to the nearest whole share. For shares held through The Depository Trust Company (“DTC”), fractions of shares will be issued as is necessary to round up to the nearest whole share at the DTC participant level. Brokers, banks or other nominees holding shares in “street name” will be instructed to effect the Reverse Stock Split for their beneficial holders; however, such brokers, banks or other nominees may apply their own specific procedures for processing the Reverse Stock Split.

Upon the effectiveness of the Reverse Stock Split, the conversion rates of the Company’s outstanding convertible notes, the number of shares of common stock issuable upon exercise of outstanding warrants and the exercise prices thereof, and the number of shares subject to outstanding equity awards under the Company’s equity incentive plans (and the applicable exercise prices thereof), will each proportionately be adjusted pursuant to their respective terms and as determined by the Company’s board of directors to reflect the 1-for-7 Reverse Stock Split ratio.

The Reverse Stock Split will have no effect on the par value of the Company’s common stock, and each stockholder’s percentage ownership interest in the Company and proportional voting power remains unchanged, except for minor changes resulting from the treatment of fractional shares. Following the Reverse Stock Split, the par value of the common stock will remain unchanged at $0.001 par value per share. The Reverse Stock Split will not change the number of authorized shares of common stock or preferred stock.

The Reverse Stock Split is intended to reduce the number of outstanding shares and proportionately increase the per-share trading price and help the Company maintain compliance with the requirements for continued listing on the NYSE American.

VStock Transfer, LLC is acting as the transfer and exchange agent for the Reverse Stock Split. Stockholders who hold registered shares in book-entry form at VStock Transfer, LLC are not required to take any action to receive split-adjusted shares. Stockholders who hold shares through a broker, bank or other nominee will have their positions automatically adjusted and are not required to take any action.

About Kairos Pharma Ltd.

Based in Los Angeles, California, Kairos Pharma Ltd. (NYSE American: KAPA) is at the forefront of oncology therapeutics, utilizing structural biology to overcome drug resistance and immune suppression in cancer. Kairos Pharma's lead candidate, ENV-105, is an antibody that targets CD105—a protein identified as a key driver of resistance and disease relapse in response to standard therapy. ENV-105 aims to reverse drug resistance by targeting CD105 and restore the effectiveness of standard therapies across multiple cancer types. For more information, visit kairospharma.com.

Kairos Pharma Forward Looking Statements

This press release may contain forward-looking statements, including information about management's view of Kairos Pharma's future expectations, plans and prospects, within the meaning of the federal securities laws, including the safe harbor provisions under The Private Securities Litigation Reform Act of 1995 (the "Act"). In particular, when used in the preceding discussion, the words "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "predict," "potential," "continue," "likely," "will," "would" and variations of these terms and similar expressions, or the negative of these terms or similar expressions are intended to identify forward-looking statements within the meaning of the Act and such laws, and are subject to the safe harbor created by the Act and applicable laws. Any statements made in this news release other than those of historical fact, about an action, event or development, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, which may cause the results of Kairos Pharma to be materially different than those expressed or implied in such statements. The forward-looking statements include statements regarding the anticipated effects of the proposed Reverse Stock Split, the Company's capital structure, per-share trading price, capital markets profile, per-share metrics, and ability to attract institutional investors, and others that are included from time to time in filings made by Kairos Pharma with the Securities and Exchange Commission, including, but not limited to, in the "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" sections of its Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. These reports and filings are available at www.sec.gov. The Company cautions that the foregoing list of important factors is not complete. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements referenced above. Other unknown or unpredictable factors also could have material adverse effects on Kairos Pharma's future results and/or could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements. The forward-looking statements included in this press release are made only as of the date hereof. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Contact:

investors@kairospharma.com