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 16, 2026

ARCTURUS THERAPEUTICS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-38942**	**32-0595345**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

10285 Science Center Drive
San Diego, California 92121
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 900-2660

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, par value $0.001 per share	**ARCT**	**The Nasdaq Stock Market 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 1.01 Entry into a Material Definitive Agreement.

Securities Purchase Agreement and Registration Rights Agreement

On November 16, 2026, Arcturus Therapeutics Holdings Inc. (the "Company") entered into a Securities Purchase Agreement (the "Purchase Agreement") with Meiji Seika Pharma Co., Ltd. ("Meiji"). Pursuant to the terms of the Purchase Agreement, the Company sold to Meiji an aggregate of 2,466,395 shares (the "Shares") of common stock, par value $0.001 per share ("Common Stock"), for an aggregate purchase price of $50.0 million. The purchase price represents a premium of 80% to the average closing price of the Common Stock over the 30 trading days through and including November 11, 2026. If the Company and Meiji do not enter into a definitive license agreement contemplated by the MOU (as defined below) by May 31, 2027, the Company is required to refund to Meiji 50% of the premium, or approximately $11.1 million, payable in cash or, at the Company's election and subject to certain limitations, shares of Common Stock.

Pursuant to the Purchase Agreement, for a period of 24 months following the closing of the transactions contemplated by the Purchase Agreement, which occurred concurrently with its execution, (i) Meiji agreed to customary standstill provisions, including a prohibition on acquiring securities of the Company that would result in Meiji and its affiliates beneficially owning more than 9.9% of the outstanding Common Stock, and (ii) the Company granted Meiji the right to participate in certain future issuances of equity securities by the Company, subject to a 9.9% ownership limitation. In addition, Meiji agreed not to offer, sell, pledge, hedge or otherwise transfer or dispose of the Shares through the 365th day following the date of the Purchase Agreement. The standstill provisions, participation right and transfer restrictions are each subject to certain limited customary exceptions. The Purchase Agreement contains customary representations, warranties and indemnification obligations of the parties.

In connection with the Purchase Agreement, the Company and Meiji entered into a Registration Rights Agreement (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, the Company agreed to file a registration statement on Form S-3 (or another appropriate form if Form S-3 is not available) providing for the resale by Meiji of the Shares no later than the earlier of (i) the 180th day following the closing and (ii) the 30th day following any early termination of, or the Company's consent to a disposition under, the transfer restrictions described above, and to use commercially reasonable efforts to cause such registration statement to be declared effective no later than the earlier of (a) the 90th calendar day following its filing if the Securities and Exchange Commission notifies the Company that it will review the registration statement and (b) the fifth trading day after the Company is notified that the registration statement will not be reviewed or will not be subject to further review. The Company also agreed to use commercially reasonable efforts to keep such registration statement continuously effective until the registered shares have been sold or may be sold without restriction under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act").

Copies of the Purchase Agreement and Registration Rights Agreement will be filed as exhibits 10.1 and 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2026 and are incorporated into this Item 1.01 by reference. The foregoing descriptions of such agreements are qualified in their entirety by reference to the full text thereof.

Collaboration Documents

Concurrently with the Purchase Agreement, Arcturus Therapeutics, Inc., a wholly owned subsidiary of the Company ("Arcturus"), and Meiji entered into a license agreement relating to the application of ARCT-154 technology for an undisclosed therapeutic area. Meiji will be responsible for development and commercialization at its cost.

The Company and Meiji also entered into a non-binding memorandum of understanding (the "MOU"), which sets forth the principal terms on which the parties will negotiate a definitive agreement under which the Company would grant Meiji an exclusive license to its self-amplifying mRNA and lipid nanoparticle technologies for pandemic preparedness and response in Japan. Neither party is obligated to enter into such definitive agreement.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 of this Current Report on Form 8-K under the heading "*Securities Purchase Agreement and Registration Rights Agreement"* is hereby incorporated by reference into this Item 3.02 in its entirety. The issuance and sale of the Shares has not been registered under the Securities Act. The Shares were sold in reliance on an exemption from the registration requirements of the Securities Act afforded by Section 4(a)(2) thereof. None of the Shares may be offered or sold in the United States absent registration or an applicable exemption from registration. This Current Report on Form 8-K is not an offer to sell or the solicitation of an offer to buy any securities.

Item 7.01 Regulation FD Disclosure.

On November 16, 2026, the Company issued a press release regarding the transactions with Meiji. A copy of the press release is furnished as Exhibit 99.1 to this report. The information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any filing with the Securities and Exchange Commission, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	**Description of Exhibit**
99.1	Press Release, dated November 16, 2026
104	Cover Page to this Current Report on Form 8-K in Inline XBRL

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.

Arcturus Therapeutics Holdings Inc.

Date: November 16, 2026

By: /s/ Joseph E. Payne
Name: Joseph E. Payne
Title: Chief Executive Officer

Arcturus Therapeutics Announces $50 Million Investment by Meiji Seika Pharma as Part of Expanded Collaboration

$50 Million Strategic Investment in Arcturus at an 80% Premium

Proceeds to accelerate development of ARCT-2601 for OTC Deficiency and clinically validate Arcturus' LUNAR 2.0™ next-generation mRNA platform

SAN DIEGO--(BUSINESS WIRE) -- November 16, 2026 -- Arcturus Therapeutics Holdings Inc. (the "Company", "Arcturus", Nasdaq: ARCT), a messenger RNA medicines company focused on the development of liver and respiratory therapeutics, today announced an expanded collaboration with Meiji Seika Pharma Co., Ltd. ("Meiji"), including a $50 million equity investment at an 80% premium. The expanded partnership includes a memorandum of understanding ("MOU") related to pandemic preparedness and response in Japan and an exclusive license relating to the application of Arcturus' ARCT-154 technology for an undisclosed therapeutic area.

Under the terms of the securities purchase agreement, Meiji will purchase $50 million of unregistered Arcturus securities at a purchase price of $20.27 per share, which is 7.9% of the outstanding shares of Arcturus after the transaction.

Concurrent with the execution of the securities purchase agreement, Arcturus and Meiji entered into an exclusive license agreement relating to the application of ARCT-154 technology for an undisclosed therapeutic area, and a Memorandum of Understanding (MOU) establishing the principal terms for a potential collaboration and license agreement for a pandemic preparedness and response program in Japan using the Arcturus platform.

"We are pleased to expand our relationship with Meiji as we advance innovative mRNA medicines and seek to deliver value to patients. The investment, together with the license agreement and the pandemic preparedness MOU, reflects Meiji's confidence in our development capabilities and the potential of our technology platform," said Joseph Payne, President and Chief Executive Officer of Arcturus Therapeutics. "Alongside our CF program, these proceeds will be used to accelerate development of ARCT-2601 for OTC deficiency, the first mRNA therapeutic to utilize our LUNAR 2.0™ delivery platform."

About Arcturus

Founded in 2013 and based in San Diego, California, Arcturus Therapeutics Holdings Inc. (Nasdaq: ARCT) is a messenger RNA medicines company focused on the development of liver and respiratory therapeutics with enabling technologies: (i) LUNAR® lipid-mediated delivery, (ii) STARR® mRNA technology (sa-mRNA) and (iii) mRNA drug substance along with drug product manufacturing expertise. Arcturus developed KOSTAIVE®, the first self-amplifying messenger RNA (sa-mRNA) COVID vaccine in the world to be approved. Arcturus' strategic collaborations include Thermo Fisher Scientific for ARCT-032 manufacturing and development, BARDA for pandemic influenza initiatives, and ARCALIS, a Japanese joint venture focused on manufacturing mRNA vaccines and therapeutics. Arcturus' pipeline includes programs in cystic fibrosis (CF), ornithine transcarbamylase (OTC) deficiency, phenylketonuria (PKU) and Gout. Arcturus' versatile RNA therapeutics platforms can be applied toward multiple types of nucleic acid medicines including messenger RNA, small interfering RNA (siRNA), circular RNA, antisense RNA, self-amplifying RNA, DNA, and gene editing therapeutics. Arcturus' technologies are covered by its extensive patent portfolio (over 500 patents and patent applications in the U.S., Europe, Japan, China, and other countries). For more information, visit www.ArcturusRx.com. Please connect with us on X and LinkedIn.

About Meiji Seika Pharma
Meiji Seika Pharma, since it launched penicillin in 1946, has been providing efficacious and high-quality pharmaceutical products including therapeutics and vaccines for infectious diseases, therapeutics for central nervous system diseases and hematologic disorders and generic drugs, to meet various medical needs. The company continues to advance global health by investing in next-generation innovation and strategic cross-border partnerships.
https://www.meiji.com/global/pharmaceuticals/

Forward Looking Statements
This press release contains forward-looking statements that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact included in this press release, are forward-looking statements, including those regarding strategy, future operations, the likelihood of the Company's pipeline (including ARCT-032, ARCT-810 and ARCT-2601), the use of the proceeds from the investment in Arcturus, the likelihood of and timing for development of ARCT-2601 and for the clinical validation of LUNAR 2.0, the likelihood of and timing for entering into a definitive agreement based on the Memorandum of Understanding, and the impact of general business and economic conditions. Arcturus may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in any forward-looking statements such as the foregoing and you should not place undue reliance on such forward-looking statements. These statements are only current predictions or expectations, and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements, including those discussed under the heading "Risk Factors" in Arcturus' most recent Annual Report on Form 10-K, and in subsequent filings with, or submissions to, the SEC, which are available on the SEC's website at www.sec.gov. Except as otherwise required by law, Arcturus disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events or circumstances or otherwise.

Contacts
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