

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): June 6, 2025

ARCTURUS THERAPEUTICS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38942
(Commission
File Number)

32-0595345
(I.R.S. Employer
Identification No.)

10628 Science Center Drive, Suite 250
San Diego, California 92121
(Address of principal executive offices)

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

(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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|------------------------------|--|
| 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 6, 2025, Arcturus Therapeutics Holdings Inc. (the “Company”) held its 2025 annual meeting of stockholders (the “Meeting”). The total number of shares of common stock, par value \$0.001 per share, entitled to vote at the Meeting was 27,120,603 and there were present at the Meeting, in person or by proxy, 22,006,524 shares, which constituted a quorum for the Meeting.

At the Meeting, the stockholders voted on the following proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the SEC on April 25, 2025 (the “Proxy Statement”):

- (1) To elect Dr. Peter Farrell, Joseph E. Payne, Andy Sassine, James Barlow, Dr. Edward W. Holmes, Dr. Magda Marquet, Dr. Jing L. Marantz, Dr. John Markels, and Dr. Moncef Slaoui to the Board of Directors, to serve until the Company’s annual meeting of stockholders;
- (2) To approve, on a non-binding advisory basis, the resolution approving named executive officer compensation; and
- (3) To ratify the appointment of Deloitte & Touche LLP (“Deloitte”), as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025.

The final results of the stockholder votes at the Meeting are set forth below:

Proposal No. 1

| | For | Withhold | Broker Non-Votes |
|---|------------|----------|------------------|
| Approval of the election of the following individuals as directors of the Company, as provided in Proposal Number 1 of the Proxy Statement: | | | |
| (1) Dr. Peter Farrell | 18,907,661 | 215,201 | 2,883,662 |
| (2) Joseph E. Payne | 18,932,228 | 190,634 | 2,883,662 |
| (3) Andy Sassine | 18,757,976 | 364,886 | 2,883,662 |
| (4) James Barlow | 18,821,935 | 300,927 | 2,883,662 |
| (5) Dr. Edward W. Holmes | 18,555,174 | 567,688 | 2,883,662 |
| (6) Dr. Magda Marquet | 18,791,599 | 331,263 | 2,883,662 |
| (7) Dr. Jing L. Marantz | 18,805,219 | 317,643 | 2,883,662 |
| (8) Dr. John H. Markels | 18,969,935 | 152,927 | 2,883,662 |
| (9) Dr. Moncef Slaoui | 19,059,965 | 62,897 | 2,883,662 |

Each of the nine nominees was elected to the Board, each to hold office until the Company’s 2026 annual meeting of stockholders and until their respective successors are elected and qualified.

Proposal No. 2

| | For | Against | Abstain | Broker Non-Votes |
|---|------------|---------|---------|------------------|
| Approval, on a non-binding advisory basis, the resolution approving named executive officer compensation, referred to as “say-on-pay,” as provided in Proposal Number 2 of the Proxy Statement: | 18,472,131 | 586,006 | 64,724 | 2,883,662 |

The proposal was approved.

Proposal No. 3

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|---------|---------|------------------|
| Approval of the ratification of the appointment of Deloitte as the Company’s independent registered public accounting firm for the year ending December 31, 2025, as provided in Proposal Number 3 of the Proxy Statement: | 21,971,168 | 30,589 | 4,767 | N/A |

The appointment was ratified.

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.

Date: June 6, 2025

Arcturus Therapeutics Holdings Inc.

By: /s/ Joseph E. Payne

Name: Joseph E. Payne

Title: Chief Executive Officer