
**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 05, 2026

FibroBiologics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41934
(Commission File Number)

86-3329066
(IRS Employer
Identification No.)

9350 Kirby Drive, Suite 300
Houston, Texas
(Address of Principal Executive Offices)

77054
(Zip Code)

Registrant's Telephone Number, Including Area Code: 281 671-5150

(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, \$0.00001 par value	FBLG	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.

As previously disclosed, on May 1, 2026, FibroBiologics, Inc. (the “Company”) entered into that certain At The Market Offering Agreement (the “Sales Agreement”) with H.C. Wainwright & Co., LLC (the “Sales Agent”) under which the Company may issue and sell shares of its common stock, par value \$0.00001 per share (the “Common Stock”) from time to time through or to the Sales Agent (the “ATM Offering”). The shares of Common Stock to be sold under the Sales Agreement, if any, will be issued and sold pursuant to the Company’s shelf registration statement on Form S-3 (Registration No. 333-284663), which was filed with the Securities and Exchange Commission (the “SEC”) on February 3, 2025, and declared effective by the SEC on February 10, 2025, including the base prospectus contained therein, a prospectus supplement which was filed with the SEC on May 1, 2026, and the Updated ATM Prospectus Supplement (as defined below).

On May 5, 2026, the Company filed a prospectus supplement to increase the maximum number of shares of Common Stock issuable pursuant to the ATM Offering to up to an aggregate offering price of up to \$7,500,000 (the “Updated ATM Prospectus Supplement”). To date, 71,830 shares of Common Stock have been sold under the Sales Agreement.

In connection with the filing of the Updated ATM Prospectus Supplement, the Company is filing the opinion and consent of its counsel, Sichenzia Ross Ference Carmel LLP, regarding the validity of the shares of Common Stock that may be sold pursuant to the Sales Agreement as Exhibits 5.1 and 23.1, respectively, to this Current Report on Form 8-K, which are incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares of Common Stock, nor shall there be any sale of shares of Common Stock in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Sichenzia Ross Ference Carmel LLP
23.1	Consent of Sichenzia Ross Ference Carmel LLP (included in the opinion filed as Exhibit 5.1)
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.

FibroBiologics, Inc.

Date: May 6, 2026

By: /s/ Pete O'Heeron

Name: Pete O'Heeron

Title: Chief Executive Officer



May 5, 2026

FibroBiologics, Inc.
9350 Kirby Drive, Suite 300
Houston, Texas 77054

Ladies and Gentlemen:

We have acted as counsel to FibroBiologics, Inc., a Delaware corporation (the "Company"), in connection with the filing of a registration statement on Form S-3 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the offer and sale by the Company, from time to time pursuant to Rule 415 under the Securities Act, of: (i) common stock, par value \$0.00001 per share, of the Company (the "Common Stock"); (ii) preferred stock, par value \$0.00001 per share (the "Preferred Stock"); (iii) depositary shares representing fractional shares of Preferred Stock (the "Depositary Shares"); (iv) warrants to purchase Common Stock (the "Warrants"); (v) subscription rights to purchase Common Stock, Preferred Stock, Depositary Shares, Contingent Value Rights (as defined below) or Debt Securities (as defined below) (the "Subscription Rights"); (vi) contingent value rights (the "Contingent Value Rights"); (vii) debt securities (the "Debt Securities"); and (viii) purchase contracts for a specified number of shares of Common Stock or other Securities (as defined below) (the "Purchase Contracts"); as well as units that include any of these Securities (the "Units"), having an aggregate initial public offering price not to exceed \$50,000,000, in each case on terms to be determined at the time of offering by the Company. The Common Stock, Preferred Stock, Depositary Shares, Warrants, Subscription Rights, Contingent Value Rights, Debt Securities, Purchase Contracts and Units are collectively referred to herein as the "Securities." The Securities will be offered in amounts, at prices and on terms to be set forth in supplements (each, a "Prospectus Supplement") to the prospectus (the "Prospectus") contained in the Registration Statement.

A separate opinion has been rendered in connection with certain matters relating to the Registration Statement, which was filed as Exhibit 5.1 thereto.

This opinion is being issued with respect to certain matters in connection with the proposed offer and sale by the Company of an aggregate of up to \$7,500,000 of shares (the "Shares") of the Common Stock, pursuant to the Registration Statement, the Prospectus and a Prospectus Supplement relating to the offer and sale of the Shares (the Prospectus and the Prospectus Supplement shall collectively be referred to as the "Sales Prospectus"). We understand that the Shares are proposed to be offered and sold by the Company through H.C. Wainwright & Co., as sales agent and/or principal (the "Sales Agent"), pursuant to that certain At the Market Offering Agreement, dated as of May 1, 2026, by and between the Company and the Sales Agent (the "Sales Agreement").

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the preparation and filing of the Registration Statement, the preparation and filing of the Sales Prospectus, the negotiation and execution of the Sales Agreement, and the authorization, issuance and sale of the Shares.

In connection with the preparation of this supplemental opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to certain questions of fact material to this opinion, we have relied upon certificates or

comparable documents of officers and representatives of the Company and have not sought to independently verify such facts.

Based on the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and when delivered and paid for in accordance with the terms of the Registration Statement, the Sales Prospectus and the Sales Agreement, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the Delaware General Corporation Law and the laws of the State of New York, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

This opinion is furnished in connection with the offer and sale of the Shares pursuant to the Sales Agreement and may not be relied upon for any other purpose without our prior written consent in each instance.

We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur. We hereby consent to the filing of this letter as Exhibit 5.1 to the Company's Current Report on Form 8-K filed with the SEC on the date hereof, which is incorporated by reference into the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Sales Prospectus which is a part of the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sichenzia Ross Ference Carmel LLP

Sichenzia Ross Ference Carmel LLP

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