
**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): September 17, 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 5.07 Submission of Matters to a Vote of Security Holders.

FibroBiologics, Inc. (the “Company”) held a Special Meeting of Stockholders on September 17, 2026 (the “Special Meeting”). Proxies for the Special Meeting were solicited by the Board of Directors of the Company (the “Board”) pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition. At the Special Meeting, shares representing 3,431,761 votes were represented in person or by proxy out of the 8,283,193 votes entitled to be cast as of July 20, 2026, the record date for the Special Meeting. The final votes on the proposals presented at the Special Meeting were as follows:

Proposal No. 1

For purposes of Nasdaq Listing Rule 5635(d), the issuance of up to 8,163,266 shares of common stock issuable upon the exercise of outstanding common warrants issued pursuant to that certain Securities Purchase Agreement, dated June 25, 2026, by and among the Company and the purchaser party thereto, or the SPA, and up to 285,714 shares of common stock issuable upon the exercise of outstanding common warrants issued pursuant to that certain Engagement Letter, dated November 10, 2025, between the Company and H.C. Wainwright & Co., LLC, as amended on March 12, 2026, in connection with the SPA, was approved by the following vote:

For	Against	Abstain
3,153,098	258,217	20,446

Item 7.01 Regulation FD Disclosure.

On September 17, 2026, the Company issued a press release announcing the closing of a private placement with Hamid Khoja, Ph.D., the Company’s Chief Scientific Officer. A copy of the press release is furnished as Exhibit 99.1 hereto.

On September 18, 2026, the Company posted a presentation (the “Presentation”) to its website at www.fibrobiologics.com under “Presentations” in the “News & Events” subsection of the “Investor Relations” tab.

The information set forth in this Item 7.01, Exhibit 99.1 and in the Presentation shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release dated September 17, 2026
104	Cover Page Interactive Data File (formatted 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.

FibroBiologics, Inc.

Date: September 18, 2026

By: /s/ Pete O'Heeron

Name: Pete O'Heeron

Title: Chief Executive Officer



FibroBiologics Announces Closing of \$0.5 Million Private Placement with Chief Scientific Officer

HOUSTON, September 17, 2026 /PRNewswire/ -- FibroBiologics, Inc. (Nasdaq: FBLG) ("FibroBiologics" or the "Company"), a clinical-stage biotechnology company with 270+ patents issued and pending with a focus on the development of therapeutics and potential cures for chronic diseases using fibroblasts and fibroblast-derived materials, today announced the closing of a private placement on September 15, 2026, with Hamid Khoja, Ph.D., Chief Scientific Officer of FibroBiologics, for the purchase of 298,508 shares of common stock and accompanying warrants to purchase up to 298,508 shares of common stock, priced at-the-market under Nasdaq rules.

Each share of common stock and accompanying warrant was sold at a combined purchase price of \$1.675. This price equaled the consolidated closing bid price of the Company's common stock on The Nasdaq Capital Market on September 14, 2026, of \$1.55 per share, plus \$0.125 per warrant. The warrants have an exercise price of \$1.55 per share, are immediately exercisable, and expire five years from the date of issuance.

FibroBiologics received gross proceeds of approximately \$0.5 million, before deducting offering expenses. The Company intends to use the net proceeds for general corporate purposes and working capital.

"Dr. Khoja is the scientific architect of our platform, and his decision to increase his investment as a shareholder speaks for itself," said Pete O'Heeron, Founder and Chief Executive Officer of FibroBiologics. "With CYWC628 advancing in the clinic and our pipeline expanding across wound care, psoriasis and orthopedics, we are focused on execution, and this investment reflects the confidence our leadership team has in the work ahead."

"I have spent years working with our passionate and dedicated team to build our fibroblast-based platform technology, and our discoveries every day continue to reinforce my confidence in the potential therapeutic capabilities of these cells," said Dr. Khoja. "Investing in FibroBiologics is my personal commitment to the science we are building, the team we have built, and the potential of the therapeutics we are developing for the patients we hope to serve."

The securities described above were offered and sold in a private placement pursuant to the exemption provided in Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 506(b) of Regulation D promulgated thereunder. They have not been registered under the Securities Act or applicable state securities laws. Accordingly, these securities may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.



This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other 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.

For more information, please visit FibroBiologics' website, email FibroBiologics at info@fibrobiologics.com or follow FibroBiologics on LinkedIn, YouTube, Facebook or X.

About FibroBiologics

Based in Houston, FibroBiologics is a clinical-stage biotechnology company developing a pipeline of treatments and seeking potential cures for chronic diseases using fibroblast cells and fibroblast-derived materials. FibroBiologics holds 270+ US and internationally issued patents/patents pending across various clinical pathways, including wound healing, multiple sclerosis, disc degeneration, psoriasis, orthopedics, human longevity, and cancer. FibroBiologics represents the next generation of medical advancement in cell therapy and tissue regeneration. For more information, visit www.FibroBiologics.com.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include information concerning the Company's intended use of proceeds. These forward-looking statements are based on FibroBiologics' management's current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside FibroBiologics' management's control, that could cause actual results to differ materially from the results discussed in the forward-looking statements, including those set forth under the caption "Risk Factors" and elsewhere in FibroBiologics' annual, quarterly and current reports (i.e., Form 10-K, Form 10-Q and Form 8-K) as filed or furnished with the SEC and any subsequent public filings. Copies are available on the SEC's website, www.sec.gov. These risks, uncertainties, assumptions and other important factors include, but are not limited to: (a) risks related to FibroBiologics' liquidity and its ability to maintain capital resources sufficient to conduct its business; (b) expectations regarding the initiation, progress and expected results of FibroBiologics' R&D efforts and preclinical studies; (c) the unpredictable relationship between R&D and preclinical results and clinical study results; and (d) the ability of FibroBiologics to successfully prosecute its patent applications. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and FibroBiologics



assumes no obligation and, except as required by law, does not intend to update, or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. FibroBiologics gives no assurance that it will achieve its expectations.

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