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 19, 2026

LISATA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-33650	22-2343568
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

P.O. Box 173 Liberty Corner, NJ 07938
(Address of principal executive offices, including zip code)

(908) 842-0100
(Registrant's telephone number, including area code)

Not Applicable

(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 par value per share	**LSTA**	**The Nasdaq Capital Market**

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

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

On November 19, 2026, Lisata Therapeutics, Inc. (the "Company") filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Amendment") with the Secretary of State of the State of Delaware to effect a one-for-fifteen reverse stock split of the Company's shares of common stock, par value $0.001 per share ("Common Stock"). The reverse stock split will become effective at 12:01 a.m., Eastern Time, on November 23, 2026 (the "Effective Time").

As previously disclosed, at the Company's 2026 annual meeting of stockholders held on November 9, 2026, the Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Common Stock at a ratio to be determined by the Company's Board of Directors (the "Board") within the range from one-for-five to one-for-fifteen. The Board set the reverse stock split ratio at one-for-fifteen.

As a result of the reverse stock split, every fifteen shares of Common Stock issued and outstanding immediately before the Effective Time will be combined into one share of Common Stock, without any change to the par value per share of Common Stock and without any change in the total number of authorized shares of Common Stock. The reverse stock split will not affect any stockholder's percentage ownership interest in the Company, except for minor changes that may result from the treatment of fractional shares. Outstanding securities or rights convertible into, or exchangeable or exercisable for, the Common Stock will be appropriately adjusted for the reverse stock split in accordance with their terms.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment equal to the fractional share interest multiplied by the closing price of the Common Stock on The Nasdaq Capital Market on November 19, 2026, the date of the filing of the Certificate of Amendment.

Trading of the Common Stock on The Nasdaq Capital Market will commence on a split-adjusted basis at market open on November 23, 2026 under the existing trading symbol "LSTA". The new CUSIP number for the Company's Common Stock following the reverse stock split is 128058 401.

The foregoing summary 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, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On November 19, 2026, the Company issued a press release announcing the reverse stock split and other related information. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the effective date of the reverse stock split and date on which the Common Stock will begin trading on a split-adjusted basis. Words such as "expect," "anticipate," "plan," "look forward" and similar expressions identify such statements. These statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including those described under "Risk Factors" in the Company's filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date of this Current Report on Form 8-K, and the Company undertakes no obligation to update them except as required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Lisata Therapeutics, Inc.
99.1	Press Release, dated November 19, 2026
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURE

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.

Lisata Therapeutics, Inc.

Date: November 19, 2026

By: /s/ David J. Mazzo, Ph.D.
David J. Mazzo, Ph.D.
Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
LISATA THERAPEUTICS, INC.

Lisata Therapeutics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

1. Pursuant to Section 242 of the DGCL, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation (this "Certificate of Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, as amended (the "Charter").

2. This Certificate of Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. Upon this Certificate of Amendment becoming effective, the Charter is hereby amended as follows:

ARTICLE FOURTH of the Charter is hereby amended by adding the following new Section E at the end of such article:

"E. REVERSE STOCK SPLIT

Effective at 12:01 A.M., Eastern Time, on November 23, 2026 (the "Split Effective Time"), every fifteen (15) shares of common stock issued and outstanding or held by the Corporation as treasury shares as of the Split Effective Time shall automatically, and without action on the part of the stockholders, be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of common stock, without effecting a change to the par value per share of common stock, subject to the treatment of fractional interests as described below (the "Reverse Split"). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the combination effected by the preceding sentence. In lieu of any fractional share to which a holder would otherwise be entitled as a result of the Reverse Split, the Corporation shall pay to such holder an amount in cash equal to such fraction multiplied by the closing price of the common stock on The Nasdaq Capital Market on the date of the filing of this Certificate of Amendment with the Secretary of State of the State of Delaware, and for such purpose all shares of common stock held by a holder shall be aggregated (thus resulting in no more than one fractional share per holder). As of the Split Effective Time and thereafter, any certificate representing shares of common stock prior to the Reverse Split is deemed to represent the number of post-Reverse Split shares into which the pre-Reverse Split shares were reclassified and combined, subject to the elimination of fractional share interests as described above. The Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, common stock of the Corporation and all references to such common stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of common stock shall be deemed to be references to the common stock or options or rights to purchase or acquire shares of common stock, as the case may be, after giving effect to the Reverse Split."

4. This Certificate of Amendment shall become effective at the Split Effective Time.

[*Signature page follows*]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to the Amended and Restated Certificate of Incorporation as of November 19, 2026.

LISATA THERAPEUTICS, INC.

By: /s/ David J. Mazzo, Ph.D.
Name: David J. Mazzo, Ph.D.
Title: President and Chief Executive Officer

Exhibit 99.1

LISATA THERAPEUTICS, INC.
ANNOUNCES REVERSE STOCK SPLIT EFFECTIVE NOVEMBER 23, 2026

LIBERTY CORNER, N.J., Nov. 19, 2026 – Lisata Therapeutics, Inc. (NASDAQ: LSTA) ("Lisata" or the "Company") today announced a one-for-fifteen reverse stock split of its common stock. The Company's common stock will begin trading on a split-adjusted basis on The Nasdaq Capital Market at the market open on November 23, 2026 under the existing trading symbol "LSTA". The new CUSIP number for the Company's common stock following the reverse stock split will be 128058 401.

At the Company's 2026 annual meeting of stockholders held on November 9, 2026, the Company's stockholders approved an amendment to the Company's amended and restated certificate of incorporation to effect a reverse stock split of its common stock at a ratio to be determined by the Company's board of directors within the range from one-for-five to one-for-fifteen. The Company's board of directors approved the reverse stock split at the ratio of one-for-fifteen.

At the effective time of the reverse stock split, every fifteen shares of the Company's common stock then issued and outstanding will be combined into one share of common stock, without any change to the par value per share and without any change in the total number of authorized shares of common stock. The number of issued and outstanding shares of common stock will be reduced from approximately 10.8 million shares to approximately 0.7 million shares. The reverse stock split will not affect any stockholder's percentage ownership interest in the Company, except for minor changes that may result from the treatment of fractional shares.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment equal to the fractional share interest multiplied by the closing price of the Company's common stock on The Nasdaq Capital Market on November 19, 2026, the date of the filing of the certificate of amendment to the Company's amended and restated certificate of incorporation.

Outstanding securities or rights convertible into, or exchangeable or exercisable for, the Company's common stock will be appropriately adjusted for the reverse stock split in accordance with their terms.

About Lisata Therapeutics

Lisata Therapeutics is a clinical-stage pharmaceutical company. Following its acquisition of Marea Therapeutics, Lisata's lead product candidate is MAR001, which is in Phase 2b clinical development for the treatment of severe hypertriglyceridemia (sHTG), a condition characterized by very high triglyceride levels. The Company is also advancing MAR002 for the treatment of acromegaly. Lisata's cyclic peptide product candidate, certepetide, is an investigational drug designed to activate a novel uptake pathway that allows co-administered or tethered anti-cancer drugs to selectively target and penetrate solid tumors more effectively. For more information on the Company, please visit www.lisata.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the effective date of the reverse stock split and date on which the Company's common stock will begin trading on a split-adjusted basis. Words such as "expect," "anticipate," "plan," "look forward" and similar expressions identify such statements. These statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including those described under "Risk Factors" in the Company's filings with the Securities and Exchange Commission. Forward-looking statements speak only as of the date of this release, and the Company undertakes no obligation to update them except as required by law.

Lisata:
Investors and Media:
John Menditto
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