

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

February 27, 2026  
Date of Report (date of earliest event reported)

**LISATA THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**001-33650**  
(Commission File Number)

**22-2343568**  
(I.R.S. Employer Identification No.)

**110 Allen Road, Second Floor, Basking Ridge, NJ 07920**  
(Address of Principal Executive Offices)(ZipCode)  
**(908) 842-0100**

Registrant's telephone number, including area code

(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 (see General Instruction A.2. below):

- 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	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 1.01 Entry into a Material Definitive Agreement.**

Reference is made to the binding term sheet (the “Term Sheet”), dated as of January 20, 2026, by and between Lisata Therapeutics, Inc. (“Lisata”) and Kuva Labs Inc. (“Kuva”), pursuant to which Kuva and Lisata agreed to negotiate in good faith and enter into a customary purchase agreement to consummate a negotiated acquisition of Lisata by Kuva (the “Purchase Agreement”) whereby Kuva will commence a tender offer to purchase, on a fully-diluted basis, all of the outstanding shares of common stock of Lisata (the “Offer”) and following the completion of the Offer, Kuva will complete a short-form merger with Lisata under Section 251(h) of the Delaware General Corporation Law (the “Merger”). On February 27, 2026, Lisata and Kuva entered into an amendment to the Term Sheet (the “Term Sheet Amendment”), whereby the parties agreed to extend the expiration date of the Term Sheet to March 7, 2026.

The foregoing description of the Term Sheet Amendment is qualified in its entirety by reference to the full text of the Term Sheet Amendment, a copy of which is filed as Exhibit 10.1, to this Current Report on Form 8-K and incorporated herein by reference.

**Additional Information and Where to Find It**

The tender offer described above has not yet commenced. This communication is not an offer to buy nor a solicitation of an offer to sell any securities of the Company. The solicitation and the offer to buy shares of Lisata’s common stock will only be made pursuant to a Tender Offer Statement on Schedule TO, including an offer to purchase, a letter of transmittal and other related materials that Kuva intends to file with the SEC. In addition, the Company will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Once filed, investors will be able to obtain a free copy of these materials and other documents filed by Kuva and the Company with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by the Company under the “investor relations” section of the Company’s website at [www.lisata.com](http://www.lisata.com).

INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THESE DOCUMENTS WHEN THEY BECOME AVAILABLE, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 OF THE COMPANY AND ANY AMENDMENTS THERETO, AS WELL AS ANY OTHER DOCUMENTS RELATING TO THE TENDER OFFER AND THE MERGER THAT ARE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO WHETHER TO TENDER THEIR SHARES INTO THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER.

**Forward-Looking Statements**

The Company cautions you that statements included in this report that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negatives of these terms or other similar expressions. The forward-looking statements are based on the Company’s current beliefs and expectations and include, but are not limited to: statements regarding the planned entry into of the Purchase Agreement and the completion of the transactions contemplated by the Term Sheet and the Purchase Agreement, if executed, and the timing thereof; and expectations regarding the benefits sought to be achieved in the transactions. The inclusion of forward-looking statements should not be regarded as a representation by the Company that any of its plans will be achieved. Actual results may differ from those set forth in this report due to the risks and uncertainties inherent in the Company’s business and the proposed transactions, including, without limitation: uncertainties as to the timing of the entry into of the Purchase Agreement, if at all, uncertainties as to the timing and completion of the tender offer and the merger; uncertainties as to the percentage of the Company’s stockholders tendering their shares in the tender offer; the possibility that competing offers will be made; the possibility that various closing conditions for the tender offer or the merger may not be satisfied or waived; the effects of disruption caused by the transaction making it more difficult to maintain relationships with employees, collaborators, vendors and other business partners; risks related to diverting management’s attention from the Company’s ongoing business operations; the risk that stockholder litigation in connection with the transactions contemplated by the Term Sheet may result in significant costs of defense, indemnification and liability; and other risks and uncertainties pertaining to the Company’s business, including the risks and uncertainties detailed in the Company’s periodic reports it files with the SEC, as well as the tender offer materials to be filed by Kuva and the Solicitation/Recommendation Statement to be filed by the Company in connection with the tender offer.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement and the Company undertakes no

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obligation to revise or update these statements to reflect events or circumstances after the date hereof, except as required by law.

**Item 9.01**                      **Financial Statements and Exhibits.**

(d) *Exhibits*

<b>Exhibit No</b>	<b>Description</b>
<a href="#">10.1</a>	Amendment to Binding Term Sheet, dated February 27, 2026
<a href="#">104</a>	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LISATA THERAPEUTICS, INC.**

By: /s/ David J. Mazzo

Name: David J. Mazzo, PhD

Title: President & Chief Executive Officer

Dated: February 27, 2026

**AMENDMENT TO  
BINDING TERM SHEET**

This Amendment to Binding Term Sheet (“**Amendment**”) is made effective as of February 27, 2026, by and between Kuva Labs Inc., a Delaware corporation (“**Kuva**”) and Lisata Therapeutics, Inc., a Delaware corporation (“**Lisata**”).

**RECITALS**

**WHEREAS**, reference is made to that certain Binding Term Sheet dated January 20, 2026, by and between Lisata and Kuva (the “**Term Sheet**”).

**WHEREAS**, the parties wish to amend the Term Sheet to extend the term thereof.

**NOW, THEREFORE**, in consideration of the mutual covenants herein contained, the parties hereto agree as follows:

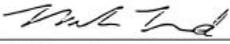
1. Terms. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings set forth in the Term Sheet.
2. Amendment. The section of the Term Sheet titled “Term” is hereby amended to delete the date “February 28, 2026” and replace it with “March 7, 2026”.
2. Effect of Amendment. Except as set forth in this Amendment, the Term Sheet remains in full force and effect in accordance with its original terms. Any reference to the Term Sheet in the Term Sheet shall refer to the Term Sheet, as amended by this Amendment.
3. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall be one and the same document.

*[Signature page to follow.]*

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IN WITNESS WHEREOF, the parties to this Amendment have caused same to be executed as of the date first written above.

**Kuva Labs Inc.**

By:   
Name: Mark Land  
Title: CEO

**Lisata Therapeutics, Inc.**

By:   
Name: David J. Mazzo, Ph.D.  
Title: President and CEO

