
**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 10, 2026**

PALVELLA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37471
(Commission File Number)

30-0784346
(IRS Employer
Identification No.)

353 W. Lancaster Ave, Suite 200
Wayne, Pennsylvania
(Address of principal executive offices)

19087
(Zip Code)

Registrant's telephone number, including area code: **(484) 253-1461**

(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 | PVLA | The Nasdaq Global 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 10, 2026, at the 2026 Annual Meeting of Stockholders (the “*Annual Meeting*”) of Palvella Therapeutics, Inc. (the “*Company*”), the Company’s stockholders approved the amendment (the “*Plan Amendment*”) to the Palvella Therapeutics, Inc. 2024 Equity Incentive Plan to increase the authorized shares issuable thereunder by 750,000 shares. The Plan Amendment was previously approved, subject to stockholder approval, by the Board of Directors of the Company (the “*Board*”). The Plan Amendment became effective immediately upon stockholder approval at the Annual Meeting.

A description of the material terms of the Plan Amendment is contained in the Company’s Definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 30, 2026 (the “*Proxy Statement*”). The foregoing description of the Plan Amendment and the summary contained in the Proxy Statement do not purport to be complete and are qualified in their entirety by reference to the full text of the Plan Amendment, which is attached hereto as Exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As of April 13, 2026, the record date for the Annual Meeting, there were 14,323,686 outstanding shares of the Company’s common stock, par value \$0.001 per share, entitled to vote at the Annual Meeting. The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting, which are described in detail in the Company’s Definitive Proxy Statement for the Annual Meeting, filed with the U.S. Securities and Exchange Commission on April 30, 2026.

Proposal 1 - Election of Class III Directors. George M. Jenkins, Todd C. Davis and John Doux, M.D. were elected to the Board as Class III directors to serve until the Company’s 2029 Annual Meeting of Stockholders and until their successors, if any, are duly elected and qualified or appointed, or their earlier death, resignation, retirement, disqualification or removal, as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------------|-----------------------|-------------------------|
| George M. Jenkins | 9,907,220 | 268,834 | 1,401,415 |
| Todd C. Davis | 8,321,303 | 1,854,751 | 1,401,415 |
| John Doux, M.D. | 9,958,528 | 217,526 | 1,401,415 |

Proposal 2 - Ratification of Independent Registered Public Accountant. The appointment of Ernst &Young LLP as the Company’s independent registered public accounting firm for the 2026 fiscal year was ratified, as follows:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 11,557,687 | 13,216 | 6,566 |

Proposal 3 - Approval, on an advisory basis, of the compensation of the Company’s named executive officers in 2025. The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers in 2025, as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 10,008,180 | 160,717 | 7,157 | 1,401,415 |

Proposal 4 - Approval, on an advisory basis, of the preferred frequency of future advisory votes on the compensation paid to the Company's named executive officers. The stockholders approved, on an advisory basis, the preferred frequency of future advisory votes on compensation of the Company's named executive officers, as follows:

| Every Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|-------------------|----------------------|----------------------|----------------|-------------------------|
| 9,183,170 | 1,002 | 984,332 | 7,550 | 1,401,415 |

In light of the voting results on this advisory proposal, the Board has determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers every year until the next required advisory vote on the frequency of such votes.

Proposal 5 – Approval of an amendment to the Palvella Therapeutics, Inc. 2024 Equity Incentive Plan to increase the authorized shares issuable thereunder by 750,000 shares. The stockholders approved the Plan Amendment, as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 7,692,709 | 2,475,470 | 7,875 | 1,401,415 |

Proposal 6 – Approval of an adjournment of the Annual Meeting to the extent there are insufficient votes at the Annual Meeting to approve Proposal 5. The stockholders approved an adjournment of the Annual Meeting to the extent there were insufficient votes to approve Proposal 5, but such an adjournment was not necessary in light of the approval of Proposal 5 at the Annual Meeting. The voting results for the adjournment proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 7,649,243 | 2,519,068 | 7,743 | 1,401,415 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed herewith:

| Exhibit No. | Document |
|----------------------|---|
| 10.1 | Amendment No. 1 to the Palvella Therapeutics, Inc. 2024 Equity Incentive Plan |
| 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.

PALVELLA THERAPEUTICS, INC.

Date: June 16, 2026

By: /s/ Matthew Korenberg

Name: Matthew Korenberg

Title: *Chief Financial Officer*

**AMENDMENT NO. 1
TO THE
PALVELLA THERAPEUTICS, INC.
2024 EQUITY INCENTIVE PLAN**

WHEREAS, Palvella Therapeutics, Inc. (the “Company”) maintains the Palvella Therapeutics, Inc. 2024 Equity Incentive Plan (the “Plan”), which was previously adopted by the Board of Directors of the Company (the “Board”) and approved by the Company’s stockholders;

WHEREAS, the Board believes that the number of Shares (as defined in the Plan) remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, the Board has determined that it is advisable and in the best interest of the Company and its stockholders to amend the Plan to increase the aggregate number of Shares reserved for issuance thereunder by 750,000 shares; and

WHEREAS, Section 11 of the Plan provides that the Board may amend the Plan at any time, subject to certain conditions set forth therein.

NOW, THEREFORE:

1. Section 3(a) of the Plan is hereby deleted in its entirety and replaced with the following:

“(a) Shares Subject to the Plan. Subject to adjustment as provided in this Section 3(a), Section 3(d), and in Section 3(e) of the Plan, the maximum number of Shares that may be issued in respect of Awards under the Plan is the sum of: (i) 4,090,639 Shares, minus (ii) the number of Shares subject to Prior Plan Awards granted between September 12, 2024 and the Effective Date, plus (iii) up to 115,294 additional Shares subject to Prior Plan Awards to the extent they become available for reissuance pursuant to Section 3(c) hereof. Any Shares issued hereunder may consist, in whole or in part, of authorized and unissued Shares or treasury shares.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company’s stockholders in accordance with applicable laws and regulations.
3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.

DATE APPROVED BY BOARD OF DIRECTORS: APRIL 27, 2026

DATE APPROVED BY STOCKHOLDERS: JUNE 10, 2026
