

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): February 5, 2024

Scorpius Holdings, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

001-35994

(Commission File Number)

26-2844103

(IRS Employer Identification No.)

627 Davis Drive, Suite 400

Morrisville, North Carolina 27560

(Address of principal executive offices and zip code)

(919) 240-7133

(Registrant's telephone number including area code)

NightHawk Biosciences, Inc.

(Former Name and Former Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) 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, \$0.0002 par value per share	SCPX	NYSE American LLC
Common Stock Purchase Rights		NYSE American 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 checkmark 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 5, 2024, Scorpius Holdings, Inc. (previously known as NightHawk Biosciences, Inc.) filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Certificate of Amendment”) to its Third Amended and Restated Certificate of Incorporation, as amended, to effect as of February 6, 2024, a change of its name to Scorpius Holdings, Inc. (the “Name Change”). In accordance with the General Corporation Law of the State of Delaware (the “DGCL”), the board of directors of the Company approved the Name Change and the Certificate of Amendment. Pursuant to Section 242(b)(1) of the DGCL, stockholder approval was not required for the Name Change or the Certificate of Amendment.

The foregoing description is only a summary of the Certificate of Amendment 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 incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

On February 6, 2024, the Company issued a press release announcing the Name Change and the change of its ticker symbol to SCPX. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended and shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The press release furnished as Exhibit 99.1 to this Current Report on Form 8-K includes “safe harbor” language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements contained therein are “forward-looking” rather than historical.

Item 8.01. Other Events.

In connection with the Name Change, the Company’s common stock, par value \$0.0002 per share (the “Common Stock”), will begin trading on the NYSE American LLC under the new ticker symbol “SCPX,” effective as of the opening of trading hours on February 6, 2024 (the “Symbol Change”).

The Name Change and Symbol Change do not affect the rights of the Company’s security holders. The Common Stock will continue to be traded on the NYSE American LLC. Following the Name Change, the stock certificates of the Common Stock, which reflect the former name of the Company, will continue to be valid. Certificates reflecting the Name Change will be issued in due course as old stock certificates are tendered for exchange or transfer to the Company’s transfer agent.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Incorporation
99.1	Press release dated February 6, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

Dated: February 6, 2024

SCORPIUS HOLDINGS, INC.

By: /s/ Jeffrey Wolf
Name: Jeffrey Wolf
Title: Chairman, President and
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NIGHTHAWK BIOSCIENCES, INC.**

NightHawk Biosciences, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “*Corporation*”), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is “NightHawk Biosciences, Inc.” The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 10, 2008, the First Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 16, 2009, and the Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 16, 2011. The Third Amended and Restated Certificate of Incorporation (“*Third Amended and Restated Certificate*”) was duly adopted by the Board of Directors and the stockholders of the Corporation in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware on March 21, 2013. The Third Amended and Restated Certificate was thereafter amended by a Certificate of Amendment changing the name of the Corporation duly adopted by the Board of Directors of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware on April 29, 2022. The Third Amended and Restated Certificate is hereby further amended as follows:

Article I of the Third Amended and Restated Certificate is hereby deleted in its entirety and replaced by the following:
“Article I.

The name of the Corporation is Scorpius Holdings, Inc. (the “*Corporation*”).”

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

3. This Certificate of Amendment shall be effective as of at 12:01 a.m. Eastern Time on February 6, 2024.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation to be signed by Jeffrey Wolf, its Chairman, Chief Executive Officer and President, this 5th day of February, 2024.

NIGHTHAWK BIOSCIENCES, INC.

By: /s/ Jeffrey Wolf

Jeffrey Wolf

Chairman, Chief Executive Officer and President



NightHawk Biosciences Completes Name Change to Scorpius Holdings; Trading to Commence Under “SCPX” Effective at the Market Open Today

Durham, NC – February 6, 2024 – NightHawk Biosciences / Scorpius Holdings, Inc (NYSE American: NHWK; SCPX), an integrated contract development and manufacturing organization (CDMO), today announced that it had completed its name change from NightHawk Biosciences, Inc. to Scorpius Holdings, Inc., to better reflect the Company’s successful shift into a pure-play, large molecule biomanufacturing CDMO. In connection with the name change, the Company’s ticker will change to “SCPX” effective today, February 6, 2024. The name and symbol changes do not affect the Company’s share structure or the rights of the Company’s shareholders, and no further action will be required by existing shareholders.

Jeff Wolf, CEO of Scorpius, stated, "Changing our name to Scorpius Holdings reflects our evolution into a revenue-generating biomanufacturing company and expansion of our CDMO services. The biopharmaceutical sector is currently grappling with a severe shortage of clinical-scale biologic manufacturing capacity, a situation exacerbated by the rising demand for large molecule CDMO services. Our cutting-edge San Antonio, Texas facility is strategically positioned to fill this critical void. The feedback from our key biotech and pharmaceutical customers has been overwhelmingly positive, as reflected in our enhanced sales pipeline. We are eager to advance these initiatives under the Scorpius banner."

Scorpius Holdings, Inc.

Scorpius Holdings Inc. is an integrated contract development and manufacturing organization (CDMO) focused on rapidly advancing biologic and cell therapy programs to the clinic and beyond. Scorpius offers a broad array of analytical testing, process development, and manufacturing services to pharmaceutical and biotech companies at its state-of-the-art facilities in San Antonio, TX. With an experienced team and new, purpose-built U.S. facilities, Scorpius is dedicated to transparent collaboration and flexible, high-quality biologics biomanufacturing. For more information, please visit www.scorpiusbiologics.com.

Forward-Looking Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions, and include statements such as the Company’s successful shift into a pure-play, large molecule biomanufacturing CDMO; the rising demand for large molecule CDMO services; the Company’s cutting-edge San Antonio, Texas facility being strategically positioned to fill the critical shortage of clinical-scale biologic manufacturing capacity in the biopharmaceutical sector; the Company’s enhanced sales pipeline; and advancing the Company’s initiatives under the Scorpius banner. Important factors that could cause actual results to differ materially from current expectations include, among others, the Company’s ability to expand its large molecule biomanufacturing CDMO services and continue to grow revenue; the Company’s financing needs, its cash balance being sufficient to sustain operations and its ability to raise capital when needed, the Company’s ability to leverage fixed costs and achieve long-term profitability; the Company’s ability to obtain regulatory approvals or to comply with ongoing regulatory requirements, regulatory limitations relating to the Company’s ability to successfully promote its services and compete as a pure-play CDMO, and other factors described in the Company’s annual report on Form 10-K for the year ended December 31, 2022, subsequent quarterly reports on Form 10-Qs and any other filings the Company makes with the SEC. The information in this presentation is provided only as of the date presented, and the Company undertakes no obligation to update any forward-looking statements contained in this presentation on account of new information, future events, or otherwise, except as required by law.

Media and Investor Relations Contact

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