

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): April 16, 2025

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.)

1305 E. Houston Street, Building 2

San Antonio, TX 78205

(Address of principal executive offices and zip code)

(919) 240-7133

(Registrant's telephone number including area code)

(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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

April 16, 2025 Notification

On April 16, 2025, Scorpius Holdings, Inc. (the "Company") received a notice (the "Notice") from the NYSE Regulation (the "Notice") stating that the Company is not in compliance with the continued listing standards of the NYSE American LLC (the "Exchange") under the timely filing criteria included in Section 1007 of the NYSE American Company Guide (the "Company Guide") because the Company failed to timely file its Annual Report on Form 10-K for the year ended December 31, 2024 (the "Delinquent Report"), which was due to be filed with the Securities and Exchange Commission (the "SEC") no later than April 15, 2025 (the "Filing Delinquency").

As previously reported in the Company's Notification of Late Filing on Form 12b-25 filed with the SEC on March 31, 2025, the Company was unable to file its Annual Report on Form 10-K for the year ended December 31, 2024 within the prescribed period because the compilation, dissemination and review of the financial information required to be presented in the Annual Report on Form 10-K imposed time constraints on the Company's management that rendered timely filing of the Annual Report on Form 10-K impractical without undue hardship and expense to the Company.

The Company is now subject to the procedures and requirements set forth in Section 1007 of the Company Guide. During the six month period from the date of the Filing Delinquency (the "Initial Cure Period"), the Exchange will monitor the Company and the status of the Delinquent Report and any subsequent delayed filings, including through contact with the Company, until the Filing Delinquency is cured. If the Company fails to cure the Filing Delinquency within the Initial Cure Period, the Exchange may, in its sole discretion, grant an up to six-month additional cure period (the "Additional Cure Period"). The Company can regain compliance with the Exchange's continued listing standards at any time during the Initial Cure Period or Additional Cure Period, as applicable, by filing the Delinquent Report and any subsequent delayed filings with the SEC. If the Exchange determines that an Additional Cure Period is not appropriate, suspension and delisting procedures will commence in accordance with the procedures set out in Section 1010 of the Company Guide. If the Exchange determines that an Additional Cure Period is appropriate, and the Company fails to file the Delinquent Report and any subsequent delayed filings by the end of that period, suspension and delisting procedures will generally commence.

Notwithstanding the foregoing, however, the Exchange may, in its sole discretion, decide (i) not to afford the Company any Initial Cure Period or Additional Cure Period, as the case may be, at all or (ii) at any time during the Initial Cure Period or Additional Cure Period, to truncate the Initial Cure Period or Additional Cure Period, as the case may be, and immediately commence suspension and delisting procedures if the Company is subject to delisting pursuant to any other provision of the Company Guide, including if the Exchange believes, in its sole discretion that continued listing and trading of the Company's securities on the Exchange is inadvisable or unwarranted in accordance with Sections 1001 through 1006 thereof.

April 21, 2025 Notification

On April 21, 2025, the Company received notice from the NYSE Regulation that it had suspended trading of the Company's common stock and determined to commence proceedings to delist the Company's common stock from the Exchange as a result of its determination that the Company is no longer suitable for listing pursuant to Section 1003(f)(v) of the NYSE American Company Guide due to the low selling price of the Company's common stock.

The Company has a right to a review of the staff's determination to delist the Company's common stock by the Listings Qualifications Panel of the Committee for Review of the Board of Directors of the NYSE American. The Company currently intends to request a review of the staff's determination and appeal this determination, however, there can be no assurance that the appeal will be successful. The NYSE American will apply to the Securities and Exchange Commission to delist the Company's common stock pending completion of applicable procedures, including any appeal by the Company of the staff's determination.

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: April 21, 2025

SCORPIUS HOLDINGS, INC.

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