
**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): September 10, 2025

Athira Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39503
(Commission
File Number)

45-3368487
(IRS Employer
Identification No.)

**18706 North Creek Parkway, Suite 104
Bothell, WA 98011**
(Address of principal executive offices, including zip code)

(425) 620-8501
(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
Common Stock, \$0.0001 par value per share

Trading Symbol(s)
ATHA

Name of each exchange on which registered
The Nasdaq Stock Market LLC
(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 contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On September 10, 2025, the Company filed a certificate of amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Amendment"), with the Secretary of State of the State of Delaware to effect a 10-for-1 reverse stock split of the shares of the Company's common stock, par value \$0.0001 per share, effective as of 5:00 p.m., Eastern Time, on September 17, 2025 (the "Reverse Stock Split"). The total number of authorized shares of the Company's common stock will be reduced from 900,000,000 to 90,000,000 and the total number of authorized shares of the Company's capital stock will be reduced from 1,000,000,000 to 190,000,000. The common stock is expected to begin trading on a post-split basis on The Nasdaq Capital Market ("Nasdaq") as of the open of trading on September 18, 2025, and the trading symbol will continue to be "ATHA". In connection with the Reverse Stock Split, the CUSIP number for the common stock will be changed to 04746L203.

As previously disclosed, the Company's stockholders approved the Certificate of Amendment to effect the Reverse Stock Split at the Annual Meeting of Stockholders held on May 29, 2025 (the "Annual Meeting"). Following the Annual Meeting, the Board determined to effect the Reverse Stock Split at a ratio of 10-for-1.

As a result of the Reverse Stock Split, every ten (10) shares of the Company's issued and outstanding common stock will be automatically combined into one issued and outstanding share of common stock, without any change in the par value per share. Any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be paid out in cash. Proportional adjustments will be made to the number of shares of common stock issuable upon the exercise or settlement of the Company's outstanding options and restricted stock units, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plans.

Computershare Inc., the Company's transfer agent, is acting as exchange agent for the Reverse Stock Split. Registered stockholders holding pre-split shares of common stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the Reverse Stock Split, subject to each brokers' particular processes, and will not be required to take any action in connection with the Reverse Stock Split.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment that effectuates the Reverse Stock Split, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the press release announcing the Reverse Stock Split is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Athira Pharma, Inc.
99.1	Athira Pharma, Inc. press release dated September 11, 2025.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

Athira Pharma, Inc.

Date: September 11, 2025

By: /s/ Mark Litton

Mark Litton

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ATHIRA PHARMA, INC.**

Athira Pharma, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Company**”), does hereby certify as follows:

1. The Company was originally incorporated under the name of M3 Biotechnology, Inc., and the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on October 27, 2015.
2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, as amended, was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors of the Company (the “Board of Directors”) and the stockholders of the Company.
3. Section 1 of Article IV of the Amended and Restated Certificate of Incorporation of the Company, as amended, is hereby amended and restated in its entirety to read as follows:

“Section 1. Effective immediately upon the filing and effectiveness of this Certificate of Amendment (the “**Effective Time**”), each ten (10) shares of Common Stock of the Company, par value \$0.0001 per share, that are issued and outstanding or held in treasury on the Effective Time shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock of the Company, par value \$0.0001 per share, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). No fractional shares shall be issued upon the Reverse Stock Split.

This Company is authorized to issue two classes of stock, to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of stock that the Company shall have authority to issue is 190,000,000 shares, of which 90,000,000 shares are Common Stock, \$0.0001 par value per share, and 100,000,000 shares are Preferred Stock, \$0.0001 par value per share.”

4. This Certificate of Amendment shall become effective on September 17, 2025 at 5:00 PM Eastern Time.

[signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company, as amended, to be signed by a duly authorized officer of the Company, on September 10, 2025.

/s/ Mark Litton

Mark Litton
President and Chief Executive Officer



Athira Pharma Announces Reverse Stock Split

BOTHELL, Wash., September 11, 2025 (GLOBE NEWSWIRE) -- Athira Pharma, Inc. ("Athira" or "Company") (NASDAQ: ATHA), a clinical stage biopharmaceutical company focused on developing small molecules to restore neuronal health and slow neurodegeneration, today announced that it will effect a 10-for-1 reverse stock split of Athira's issued and authorized common stock. Athira's stockholders previously approved the reverse stock split and granted the board of directors the authority to determine the exact split ratio and when to proceed with the reverse stock split at the Company's Annual Meeting of Stockholders held on May 29, 2025.

The reverse stock split will become effective on September 17, 2025 at 5:00 p.m., Eastern Time, ("Effective Time") and Athira's common stock is expected to begin trading on a split-adjusted basis on the Nasdaq Capital Market ("Nasdaq") as of the open of trading on September 18, 2025 under the existing ticker symbol "ATHA". The new CUSIP number for Athira's common stock will be 04746L203. The reverse stock split is intended to increase the price per share of Athira's common stock to allow the Company to demonstrate compliance with the \$1.00 minimum bid price requirement for continued listing on Nasdaq, to potentially improve the marketability and liquidity of the Company's common stock and to appeal to a broader range of investors to generate greater investor interest in the Company.

As of the Effective Time, every ten (10) shares of Athira's issued and outstanding common stock will be combined into one issued and outstanding share of common stock, and the total number of authorized shares of Athira's common stock will be reduced from 900,000,000 to 90,000,000. The par value per share of Athira's common stock will remain unchanged at \$0.0001. Proportional adjustments will be made to the exercise price and the number of shares of common stock issuable upon the exercise of the Company's outstanding options, to the shares of common stock issuable upon the vesting of the Company's outstanding restricted stock units, and to the number of shares authorized and reserved for issuance pursuant to Athira's equity incentive plans. The total number of authorized shares of preferred stock will not be reduced and remains at 100,000,000 shares. Any fractional shares that would otherwise be issuable as a result of the reverse stock split will be paid out in cash.

Athira's transfer agent, Computershare Inc., will serve as the exchange agent for the reverse stock split. Registered stockholders holding pre-split shares of Athira's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders who hold their shares in brokerage accounts or in "street name" will have their positions automatically adjusted to reflect the reverse stock split, subject to each brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

Additional information about the reverse stock split is available in Athira's definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2025, a copy of which is available at www.sec.gov.

About Athira Pharma, Inc.

Athira Pharma, Inc., headquartered in the Seattle, Washington area, is a clinical-stage biopharmaceutical company focused on developing small molecules to restore neuronal health and slow neurodegeneration. Athira aims to alter the course of neurological diseases by advancing its pipeline of drug candidates that modulate the neurotrophic HGF system. For more information, visit www.athira.com. You can also follow Athira on Facebook, LinkedIn, X and Instagram.

**Forward-Looking Statements**

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not based on historical fact and include statements regarding the intended effects of the reverse stock split, including whether the reverse stock split will increase the price of the Company's common stock and whether the Company will be able to maintain its listing on the Nasdaq Capital Market. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "on track," "would," "expect," "plan," "believe," "intend," "pursue," "continue," "suggest," "potential," "target," and similar expressions. Any forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the reverse stock split may not increase the price per share of the Company's common stock to allow it to demonstrate compliance with the \$1.00 minimum bid price requirement for continued listing on Nasdaq, the reverse stock split may not improve the marketability and liquidity of the Company's common stock and it may fail to generate greater investor interest in the Company, as well as those risks and uncertainties which are detailed in Athira's filings with the Securities and Exchange Commission from time to time. These forward-looking statements speak only as of the date hereof and Athira undertakes no obligation to update forward-looking statements. Athira may not actually achieve the plans, intentions, or expectations disclosed in its forward-looking statements, and you should not place undue reliance on the forward-looking statements.

Investor & Media Contact:

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