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): **October 15, 2025**

AKARI THERAPEUTICS, PLC
(Exact Name of Registrant as Specified in Charter)

England and Wales	**001-36288**	**98-1034922**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

22 Boston Wharf Road FL 7
Boston, MA 02210
(Address, including zip code, of Principal Executive Offices)

Registrant's telephone number, including area code: (929) 274-7510

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**
American Depository Shares, each representing 2000 Ordinary Shares	AKTX	The Nasdaq Stock Market LLC
Ordinary Shares, par value $0.0001 per share*		The Nasdaq Stock Market LLC

*Trading, but only in connection with the American Depositary Shares.

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 7.01 Regulation FD Disclosure.

On October 15, 2025, Akari Therapeutics, Plc (the "Company") issued a press release announcing titled "Akari Therapeutics Announces $2.5 Million Registered Direct Offering". The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information reported under Item 7.01 in 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Document
10.1	Press Release dated October 15, 2025.
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.

Akari Therapeutics, Plc

Date: October 15, 2025

By: */s/ Abizer Gaslightwala*
Name: Abizer Gaslightwala
Title: Chief Executive Officer

Exhibit 10.1

Akari Therapeutics Announces $2.5 Million Registered Direct Offering

BOSTON and LONDON – October 15, 2025 – Akari Therapeutics, Plc (Nasdaq: AKTX) (the "Company"), an oncology biotechnology company developing novel payload antibody drug conjugates (ADCs), today announced that it has entered into a definitive agreement for the issuance and sale of an aggregate of 3,125,000 of the Company's American Depositary Shares ("ADSs"), each representing 2,000 ordinary shares at a purchase price of $0.80 per ADS in a registered direct offering.

Ladenburg Thalmann & Co. Inc. is acting as the exclusive placement agent for the offering.

In addition, in a concurrent private placement, the Company will issue unregistered Series E Warrants to purchase up to 3,125,000 of the Company's ADSs and unregistered Series F Warrants to purchase up to 3,125,000 of the Company's ADSs, each at an exercise price of $0.98 per share. The Series E Warrants will be exercisable on the date of shareholder approval (the "Shareholder Approval Date") for the exercisability of the warrants and have a term of five years from the initial exercise date. The Series F Warrants will be exercisable on the Shareholder Approval Date and have a term of thirty months from the initial exercise date. The offering is expected to close on or about October 16, 2025, subject to the satisfaction of customary closing conditions.

The gross proceeds from the offering, before deducting the placement agent's fees and other offering expenses payable by the Company, are expected to be approximately $2.5 million. The Company intends to use the net proceeds for working capital, general corporate purposes, and continued research and development ("R&D"). Specifically with regard to its focused R&D work, the Company intends to use these funds to generate differentiated data on the novel ADC payload that highlights its unique action against cancer and builds on new data being presented at the upcoming Society for Immunotherapy Cancer Society Annual Meeting in early November.

The ADSs (but not the warrants issued in the private placement or the ADSs underlying such warrants) are being offered by the Company pursuant to a "shelf" registration statement on Form S-3 (File No. 333-289056) originally filed with the U.S. Securities and Exchange Commission (the "SEC") on July 29, 2025 and declared effective by the SEC on July 31, 2025. The ADSs to be issued in the registered direct offering are being offered only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A final prospectus supplement and the accompanying base prospectus relating to, and describing the terms of, the registered direct offering will be filed with the SEC and will be available on the SEC's website located at http://www.sec.gov. Electronic copies of the final prospectus supplement and the accompanying base prospectus relating to the registered direct offering, when available, may also be obtained by contacting Ladenburg Thalmann & Co. Inc., 640 Fifth Avenue, 4th Floor, New York, NY 10019, by phone at (212) 409-2000, or by email at prospectus@ladenburg.com.

The warrants described above are being issued in a concurrent private placement under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Regulation D promulgated thereunder and, along with the ADSs underlying the warrants, have not been registered under the Securities Act, or applicable state securities laws. Accordingly, the warrants and underlying ADSs may not be offered or sold in the United States except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act and such applicable state securities laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Akari Therapeutics

Akari Therapeutics is an oncology biotechnology company developing next-generation spliceosome payload antibody drug conjugates (ADCs). Utilizing its innovative ADC discovery platform, the Company has the ability to generate ADC candidates and optimize them based on the desired application to any target of interest. Akari's lead candidate, AKTX-101, targets the Trop2 receptor on cancer cells and with a proprietary linker, delivers its novel PH1 payload directly into the tumor. Unlike current ADCs that use tubulin inhibitors and DNA damaging agents as their payloads, PH1 is a novel payload that is a spliceosome modulator designed to disrupt RNA splicing within cancer cells. This splicing modulation has been shown in preclinical animal models to induce cancer cell death while activating immune cells to drive robust and durable activity. In preclinical studies, AKTX-101 has shown to have significant activity and prolonged survival, relative to ADCs with traditional payloads. Additionally, AKTX-101 has the potential to be synergistic with checkpoint inhibitors and has demonstrated prolonged survival as both a single agent and in combination with checkpoint inhibitors, as compared to appropriate controls. The Company plans to continue advancing its lead asset, as well as other undisclosed targets with this novel payload.

For more information about the Company, please visit www.akaritx.com and connect on X and LinkedIn.

Cautionary Note Regarding Forward-Looking Statements

This press release includes express or implied forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), about the Company that involve risks and uncertainties relating to future events and the future performance of the Company. Actual events or results may differ materially from these forward-looking statements. Words such as “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “future,” “opportunity” “will likely result,” “target,” variations of such words, and similar expressions or negatives of these words are intended to identify such forward-looking statements, although not all forward-looking statements contain these identifying words. Examples of such forward-looking statements include, but are not limited to, express or implied statements regarding the closing of the offering and the expected use of proceeds related thereto: the business combination and related matters, including, but not limited to, post-closing operations and the outlook for the Company’s business; the Company’s targets, plans, objectives or goals for future operations, including those related to its product candidates; financial projections; future economic performance,; and the assumptions underlying or relating to such statements. These statements are based on the Company’s current plans, estimates and projections. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific. A number of important factors, including those described in this communication, could cause actual results to differ materially from those contemplated in any forward-looking statements. Factors that may affect future results and may cause these forward-looking statements to be inaccurate include, without limitation: the potential impact of unforeseen liabilities, future capital expenditures, revenues, costs, expenses, earnings, synergies, economic performance, indebtedness, financial condition and losses on the future prospects, business and management strategies for the management, expansion and growth of the combined business; uncertainties as to the long-term value of Akari’s American Depositary Shares (and the ordinary shares represented thereby); risks related to global as well as local political and economic conditions, including interest rate and currency exchange rate fluctuations; potential delays or failures related to research and/or development of the Company’s programs or product candidates; risks related to any loss of the Company’s patents or other intellectual property rights; any interruptions of the supply chain for raw materials or manufacturing for the Company’s product candidates, including as a result of potential tariffs;, the nature, timing, cost and possible success and therapeutic applications of product candidates being developed by the Company and/or its collaborators or licensees; the extent to which the results from the research and development programs conducted by the Company, and/or its collaborators or licensees may be replicated in other studies and/or lead to advancement of product candidates to clinical trials, therapeutic applications, or regulatory approval; uncertainty of the utilization, market acceptance, and commercial success of the Company’s product candidates; unexpected breaches or terminations with respect to the Company’s material contracts or arrangements; risks related to competition for the Company’s product candidates; the Company’s ability to successfully develop or commercialize its product candidates; potential exposure to legal proceedings and investigations; risks related to changes in governmental laws and related interpretation thereof, including on reimbursement, intellectual property protection and regulatory controls on testing, approval, manufacturing, development or commercialization of any of the Company’s product candidates; and the Company’s ability to maintain listing of its ADSs on the Nasdaq Capital Market. While the foregoing list of factors presented here is considered representative, no list should be considered to be a complete statement of all potential risks and uncertainties. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the SEC, copies of which may be obtained from the SEC’s website at www.sec.gov. The Company assumes no, and hereby disclaims any, obligation to update the forward-looking statements contained in this press release.

Investor Relations Contact

JTC Team, LLC
Jenene Thomas
908-824-0775
AKTX@jtcir.com