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): November 18, 2026

SENTI BIOSCIENCES HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**001-40440**	**42-1912154**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2 Corporate Drive, First Floor
South San Francisco, California 94080
(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (650) 239-2030

(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, $0.0001 par value per share	**SNTI**	**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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 18, 2026, Senti Biosciences Holdings, Inc. (the "Company") filed an amendment (the "Certificate of Amendment") to its Amended and Restated Certificate of Incorporation, as amended and/or restated from time to time, to effectuate a reverse stock split of the Company's issued and outstanding shares of common stock, par value $0.0001 per share (the "Common Stock").

As previously disclosed, at the Company's 2026 Annual Meeting of Stockholders (the "Annual Meeting") held on October 8, 2026 and reconvened on October 15, 2026, and upon the recommendation of the Company's Board of Directors (the "Board"), the Company's stockholders approved a certificate of amendment to effect a reverse stock split of the Common Stock at a ratio ranging from any whole number between 1-for-20 and 1-for-50, as determined by the Board in its discretion, subject to the Board's authority to abandon such amendment (the "Reverse Stock Split Amendment").

The Reverse Stock Split Amendment was described in detail under "Proposal 5 – Approval of an Amendment to our Amended and Restated Certificate of Incorporation to Effect a Reverse Stock Split of our Common Stock" beginning on page 100 of the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 24, 2026 (the "Proxy Statement") in connection with the Annual Meeting. The text of the Reverse Stock Split Amendment was included in Annex E of the Proxy Statement.

On October 26, 2026, following the Annual Meeting, the Board approved a reverse stock split of the Common Stock at a ratio of 1-for-33. Effective as of 5:00 p.m. Eastern Time on November 18, 2026, the Company filed the Reverse Stock Split Amendment and effected a 1-for-33 reverse stock split of its shares of Common Stock (the "Reverse Stock Split").

As a result of the Reverse Stock Split, every thirty-three (33) shares of the Company's Common Stock issued or outstanding were automatically reclassified into one validly issued, fully-paid and non-assessable new share of Common Stock, subject to the treatment of fractional shares as described below, without any action on the part of the holders. Proportionate adjustments will be made to the exercise prices and the number of shares underlying the Company's outstanding equity awards, as applicable, and certain existing agreements. The shares of Common Stock outstanding following the Reverse Stock Split remain fully paid and non-assessable. The Reverse Stock Split did not affect the number of authorized shares of Common Stock or the par value of the Common Stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive a fractional share of Common Stock will have such fractional share rounded up to the nearest whole share.

Trading of the Company's Common Stock on The Nasdaq Capital Market is expected to commence on a split-adjusted basis when the market opens on November 19, 2026, under the existing trading symbol "SNTI." The new CUSIP number for the Company's Common Stock following the Reverse Stock Split is 816944201.

The foregoing description of the Reverse Stock Split Amendment does not purport to be complete and 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 Form 8-K and is incorporated herein by reference. A copy of the new form of stock certificate for the Company's post-reverse stock split shares of Common Stock is attached hereto as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Cautionary Note Regarding Forward Looking Statements

This Current Report on Form 8-K and other related materials may contain a number of "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including statements regarding the Company's expectations about the effects of the Reverse Stock Split, including the trading of the Company's Common Stock on The Nasdaq Capital Market following the Reverse Stock Split. Forward-looking statements can be identified by terms such as "will," "intent," "expect," "plan," "potential," "would" or similar expressions and the negative of those terms. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. Although the Company believes that such statements are based on reasonable assumptions, forward-looking statements are neither promises nor guarantees and they are necessarily subject to a high degree of uncertainty and risk. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond the Company's control, you should not rely on these forward-looking statements as predictions of future events. These risks and uncertainties include, among others: outcomes of the Company's planned

clinical trials and studies may not be favorable; that one or more of the Company's product candidate programs will not proceed as planned for technical, scientific or commercial reasons; availability and timing of results from preclinical studies and clinical trials; uncertainty about regulatory approval to conduct clinical trials or to market a products; uncertainties regarding intellection property protection; and those risk and uncertainties described under the heading "Risk Factors" in the Company's Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission (the "SEC") on November 16, 2026, and in any other filings made by the Company with the SEC, which are available at www.sec.gov. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. The Company disclaims any obligation or undertaking to update or revise any forward-looking statements contained in this Current Report on Form 8-K, other than to the extent required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Senti Biosciences Holdings, Inc. (Reverse Stock Split Amendment).
4.1	Form of Common Stock Certificate for Senti Biosciences Holdings, Inc.
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.

SENTI BIOSCIENCES HOLDINGS, INC.

Date: November 18, 2026

By: /s/ Timothy Lu, M.D., Ph.D.
Name: Timothy Lu, M.D., Ph.D.
Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT

TO

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

SENTI BIOSCIENCES HOLDINGS, INC.

Senti Biosciences Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the Board of Directors of the Corporation has duly adopted resolutions pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the existing Amended and Restated Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on April 24, 2026 (the "Certificate of Incorporation"), and declaring said amendment to be advisable. This amendment amends the Certificate of Incorporation as follows:

The Certificate of Incorporation is hereby amended by deleting the first sentence of Article FOURTH of the Certificate of Incorporation, and amending and restating in its entirety to read as follows:

> "That, effective at 5:00 p.m. Eastern time, on the date this Certificate of Amendment to the Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "Effective Time"), a one-for-thirty-three reverse stock split of the Common Stock (as defined below) shall become effective, pursuant to which every thirty-three (33) shares of Common Stock issued and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified and combined into one validly issued, fully paid and nonassessable share of Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Common Stock from and after the Effective Time (such reclassification and combination of shares, the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, (a) with respect to holders of one or more certificates, if any, which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, upon surrender after the Effective Time of such certificate or certificates, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split, following the

Effective Time, shall be entitled to receive the number of shares rounded up to the next whole number; provided that, whether or not fractional shares would be issuable as a result of the Reverse Stock Split shall be determined on the basis of (i) the total number of shares of Common Stock that were issued and outstanding immediately prior to the Effective Time formerly represented by certificates that the holder is at the time surrendering and (ii) the aggregate number of shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificates shall have been reclassified; and (b) with respect to holders of shares of Common Stock in book-entry form in the records of the Corporation's transfer agent that were issued and outstanding immediately prior to the Effective Time, any holder who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse Stock Split (after aggregating all fractional shares), following the Effective Time, shall be entitled to receive the number of shares rounded up to the next whole number automatically and without any action by the holder.

The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred Ten Million (510,000,000), of which (i) Five Hundred Million (500,000,000) shares shall be a class designated as common stock, par value $0.0001 per share (the "Common Stock"), and (ii) Ten Million (10,000,000) shares shall be a class designated as undesignated preferred stock, par value $0.0001 per share (the "Undesignated Preferred Stock")."

2. That the requisite stockholders of the Corporation have duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment to Amended and Restated Certificate of Incorporation as of November 18, 2026.

SENTI BIOSCIENCES HOLDINGS, INC.

/s/ Timothy Lu
Name: Timothy Lu, M.D., Ph.D.
Title: Chief Executive Officer

SPECIMEN COMMON STOCK CERTIFICATE

NUMBER C-[ ] **SHARES**

SEE REVERSE FOR CERTAIN DEFINITIONS **CUSIP 816944201**

SENTI BIOSCIENCES HOLDINGS, INC.
COMMON STOCK

THIS CERTIFIES THAT [ ] is the owner of fully paid and non-assessable shares of common stock, par value US $0.0001 per share, of Senti Biosciences Holdings, Inc., a Delaware corporation (the "***Company***"), subject to the Company's certificate of incorporation, as now in effect and as the same may be further amended, supplemented or otherwise modified from time to time and transferable on the books of the Company in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar of the Company.

Witness the facsimile signatures of its duly authorized officers.

By:

Chief Executive Officer

Transfer Agent

SENTI BIOSCIENCES HOLDINGS, INC.

The Company will furnish without charge to each shareholder who so requests a statement of the powers, designations, preferences and relative, participating, optional or other special rights of each class of shares or series thereof of the Company and the qualifications, limitations, or restrictions of such preferences and/or rights.

This certificate and the shares of common stock represented thereby are issued and shall be held subject to all of the provisions of the Company's certificate of incorporation, as now in effect and as the same may be further amended, supplemented or otherwise modified from time to time, and resolutions of the board of directors of the Company providing for the issue of the shares of common stock (copies of which may be obtained from the Company), to all of which the holder of this certificate by acceptance hereof assents. The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	-	as tenants in common	UNIF GIFT MIN ACT	-	Custodian **(Cust) (Minor)** under Uniform Gifts to Minors Act (State)
TEN ENT	-	as tenants by the entireties			
JT TEN	-	as joint tenants with right of survivorship and not as tenants in common			

Additional abbreviations may also be used though not in the above list.

For value received, hereby sells, assigns and transfers unto

(PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER(S) OF ASSIGNEE(S))

(PLEASE PRINT OR TYPEWRITE NAME(S) AND ADDRESS(ES), INCLUDING ZIP CODE, OF ASSIGNEE(S))

Shares of common stock represented by the within Certificate, and does hereby irrevocably constitute and appoint Attorney to transfer the said shares of common stock on the books of the within named Company with full power of substitution in the premises.

Dated: _____

Notice: The signature(s) to this assignment must correspond with the name as written upon the face of the certificate in every particular, without alteration or enlargement or any change whatever.

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (OR ANY SUCCESSOR RULE).