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 17, 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 4.01. Changes in Registrant's Certifying Accountant.

(a) Dismissal of Independent Registered Public Accounting Firm

KPMG LLP ("KPMG") previously served as the independent registered public accounting firm of Senti Biosciences Holdings, Inc. (the "Company") and, prior to the Company's holding company reorganization effective April 24, 2026, of Senti Biosciences, Inc. ("Former Senti"), to which the Company is the successor issuer pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934, as amended. References to the Company for periods prior to April 24, 2026 refer to Former Senti.

On November 17, 2026, the Company informed KPMG that it was dismissing KPMG as the Company's independent registered public accounting firm, effective as of that date. The decision to dismiss KPMG was approved by the Audit Committee of the Board of Directors of the Company (the "Audit Committee").

KPMG's audit reports on the Company's consolidated financial statements as of and for the fiscal years ended December 31, 2025 and 2024 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except that such reports contained an explanatory paragraph regarding substantial doubt about the Company's ability to continue as a going concern due to the Company's recurring losses, negative cash flows from operations, and accumulated deficit.

During the fiscal years ended December 31, 2025 and 2024 and the subsequent interim period through November 17, 2026, there were (i) no "disagreements" (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreements in connection with its reports on the Company's consolidated financial statements for such years, and (ii) no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K), except for the material weakness in the Company's internal control over financial reporting that existed as of December 31, 2024, as previously disclosed in Part II, Item 9A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024. The material weakness related to a lack of sufficient and adequate resources in the finance and accounting function that resulted in ineffective process level control activities over non-routine, unusual, or complex transactions. As disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, management concluded that the material weakness was remediated during the year ended December 31, 2025.

The Audit Committee discussed the subject matter of the material weakness described above with KPMG. The Company has authorized KPMG to respond fully to the inquiries of KNAV (as defined below), as the Company's successor independent registered public accounting firm, concerning the subject matter of the material weakness.

The Company provided KPMG with a copy of the disclosures made in this Current Report on Form 8-K prior to its filing with the Securities and Exchange Commission (the "SEC") and requested that KPMG furnish the Company with a letter addressed to the SEC stating whether it agrees with the statements made above and, if not, stating the respects in which it does not agree. A copy of KPMG's letter is filed as Exhibit 16.1 to this Current Report on Form 8-K.

(b) Engagement of New Independent Registered Public Accounting Firm

On November 20, 2026, the Audit Committee approved the engagement of KNAV CPA LLP ("KNAV") as the Company's new independent registered public accounting firm for the fiscal year ending December 31, 2026. During the fiscal years ended December 31, 2025 and 2024 and the subsequent interim period prior to the engagement of KNAV, neither the Company nor anyone acting on its behalf consulted with KNAV regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that KNAV concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a disagreement or a reportable event.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
16.1	Letter from KPMG LLP to the Securities and Exchange Commission, dated November 20, 2026.
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 20, 2026

By: /s/ Timothy Lu, M.D., Ph.D.

Name: Timothy Lu, M.D., Ph.D.

Title: Chief Executive Officer

Exhibit 16.1

November 20, 2026

Securities and Exchange Commission
Washington, D.C.20549

Ladies and Gentlemen:

We were previously principal accountants for Senti Biosciences Holdings, Inc. (the Company) and, prior to the Company's holding company reorganization effective April 24, 2026, of Senti Biosciences, Inc. (Former Senti). Under the date of March 27, 2026, we reported on the consolidated financial statements of Former Senti as of and for the years ended December 31, 2025 and 2024. On November 17, 2026, we were dismissed.

We have read the Company's statements included under Item 4.01 of its Form 8-K dated November 20, 2026, and (i) we agree with such statements in Item 4.01(a) except we are not in a position to agree or disagree with the Company's statement that the change was approved by the audit committee of the board of directors; and (ii) we are not in a position to agree or disagree with the Company's statements in Item 4.01(b).

Very truly yours,

/s/ KPMG LLP