
**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): January 26, 2026

RALLYBIO CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40693
(Commission File Number)

85-1083789
(IRS Employer
Identification No.)

234 Church Street, New Haven, Connecticut
(Address of Principal Executive Offices)

06510
(Zip Code)

Registrant's Telephone Number, Including Area Code: 203 859-3820

(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, par value \$0.0001 per share	RLYB	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 January 26, 2026, Rallybio Corporation (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.0001 (the “Common Stock”) at a ratio of 1-for-8 (the “Reverse Stock Split”). Pursuant to the Certificate of Amendment, the Reverse Stock Split will be effective at 12:01 a.m., Eastern Time, on February 6, 2026. The Company expects that upon the opening of trading on February 6, 2026, the Company’s Common Stock will begin trading on a post-split basis under CUSIP number 75120L 209.

As discussed below, on January 26, 2026, the Company’s stockholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at a Special Meeting of Stockholders of the Company (the “Special Meeting”). The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Special Meeting was held on January 26, 2026. Only stockholders of record as of December 30, 2025 (the “Record Date”) were entitled to vote at the Special Meeting. As of the Record Date, there were 42,243,774 shares outstanding and entitled to vote at the Special Meeting, of which 34,983,474 shares were represented by proxy, constituting a quorum on all matters voted upon. The final voting results of the Special Meeting are as follows:

Proposal 1: To approve an amendment to the Certificate of Incorporation to effect a reverse stock split of our issued and outstanding common stock at a ratio ranging from 1-for-5 shares up to 1-for-20 shares, which ratio will be selected by the board of directors of the Company.

In accordance with the results below, Proposal 1 was approved.

For	Against	Abstaining	Broker Non-Votes
34,507,021	464,514	11,939	—

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 Rallybio Corporation

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 thereunto duly authorized.

RALLYBIO CORPORATION

Date: January 29, 2026

By: /s/ Jonathan I. Lieber

Jonathan I. Lieber
Chief Financial Officer and Treasurer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

RALLYBIO CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Rallybio Corporation (the "Corporation"). The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 30, 2021 (the "Certificate of Incorporation"). The Certificate of Incorporation was amended on July 12, 2021. The Certificate of Incorporation, as amended, was amended and restated on August 2, 2021 (the "Restated Certificate"). This Certificate of Amendment (the "Amendment") amends certain provisions of the Restated Certificate, and has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
2. The Board of Directors of the Corporation has duly adopted a resolution, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth the following amendment to the Restated Certificate, and declaring the Amendment to be advisable.
3. This Amendment was duly adopted by the vote of the stockholders holding the requisite number of shares of outstanding stock of the Corporation entitled to vote thereon in accordance with the provisions of Sections 216 and 242 of the General Corporation Law of the State of Delaware.
4. The Restated Certificate is hereby amended by adding the following Article XI — REVERSE STOCK SPLIT:

ARTICLE XI — REVERSE STOCK SPLIT

As of 12:01 A.M. (Eastern Time) on February 6, 2026 (the "Effective Time"), each issued and outstanding share of the Corporation's Common Stock (including each share of treasury stock, collectively, the "Pre-Split Stock") shall automatically and without any action on the part of the holder thereof be reclassified as and reduced to one eighth of a share of Common Stock (such reduction of shares designated as the "Reverse Stock Split"). The par value of the Corporation's Common Stock following the Reverse Stock Split shall remain \$0.0001 per share. Each holder of a certificate or certificates of Pre-Split Stock shall be entitled to receive, upon surrender of such certificates to the Corporation's transfer agent for cancellation, a new certificate or certificates for a number of shares equal to such holder's Pre-Split Stock divided by eight (8), with any fraction resulting from such division rounded down to the nearest whole number (in each case, such fraction, if any, being a "Fractional Share"). No Fractional Shares will be issued for Pre-Split Stock in connection with the Reverse Stock Split. Each holder of Pre-Split Stock at the Effective Time who would otherwise be entitled to a Fractional Share shall, in lieu thereof, receive a cash payment equal to x) the Fractional Share multiplied by y) the closing price of the Company's Common Stock as reported on The Nasdaq Capital Market or other principal market of the Common Stock on the first business day immediately preceding the date of the Effective Time."

5. This Amendment shall be effective as of February 6, 2026 in accordance with the provisions of Section 103(d) of the General Corporation Law of the State of Delaware.
 6. Except as set forth in this Amendment, the Restated Certificate remains in full force and effect.
- IN WITNESS WHEREOF, the undersigned has duly executed this Amendment in the name of and on behalf of the Corporation on this 26th day of January, 2026.

RALLYBIO CORPORATION

By:	/s/ Stephen Uden, M.D.
Name:	Stephen Uden, M.D. _____
Title:	Chief Executive Officer