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 2, 2026

JASPER THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware	001-39138	84-2984849
(State or Other Jurisdiction of Incorporation)	*(Commission File Number)*	*(I.R.S. Employer Identification No.)*

2200 Bridge Pkwy Suite #102
Redwood City, CA 94065
(650) 549-1400
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Not Applicable
(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
Voting Common Stock, par value $0.0001 per share	JSPR	The Nasdaq Stock Market LLC

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 set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

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

On November 2, 2026, Jasper Therapeutics, Inc. (the "***Company***") filed a Certificate of Third Amendment to its Second Amended and Restated Certificate of Incorporation, as amended (the "***Certificate of Amendment***"), with the Secretary of State of the State of Delaware to effect a 1-for-30 reverse stock split (the "***Reverse Stock Split***") of the shares of the Company's voting common stock, par value $0.0001 per share ("***Common Stock***").

As previously disclosed, at the Company's special meeting of stockholders held on September 30, 2026, the stockholders of the Company approved the Certificate of Amendment to effect, in the sole discretion of the Board of Directors of the Company (the "***Board***") at any time on or before December 31, 2026, the Reverse Stock Split at a ratio to be determined by the Board within a range of 1-for-15 to 1-for-35 (or any whole number in between), without reducing the authorized number of shares of Common Stock, as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 4, 2026. The Board set the Reverse Stock Split ratio at 1-for-30 and approved and authorized the filing of the Certificate of Amendment on October 23, 2026.

As a result of the Reverse Stock Split, every thirty (30) shares of pre-Reverse Stock Split Common Stock will be combined into one (1) share of the Company's post-Reverse Stock Split Common Stock, without any change in par value per share. Proportionate voting rights and other rights of holders of Common Stock will not be affected by the Reverse Stock Split (other than as a result of the payment of cash in lieu of fractional shares as described below).

Following the Reverse Stock Split, the number of shares of Common Stock issued and outstanding will be reduced from approximately 33.3 million shares as of October 26, 2026 to approximately 1.1 million shares, subject to adjustment for the treatment of fractional shares. The number of authorized shares of Common Stock will remain at 490,000,000 shares and will not be reduced; accordingly, the number of authorized but unissued shares of Common Stock available for future issuance will increase relative to the number of shares outstanding.

No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. In lieu of any fractional shares to which a holder of Common Stock would otherwise be entitled as a result of the Reverse Stock Split, the Company will pay cash equal to such fraction multiplied by the closing sales price of the Common Stock as reported on the Nasdaq Capital Market on November 5, 2026, which is the trading day immediately preceding the effective date of the Reverse Stock Split.

The Reverse Stock Split will become effective at 12:01 a.m., Eastern Time, on November 6, 2026, and the Common Stock is expected to begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market at the opening of the market on November 6, 2026. The trading symbol for the Common Stock will remain "JSPR," and the new CUSIP number of the Common Stock following the Reverse Stock Split is 471871301.

The Reverse Stock Split will affect all holders of the Common Stock uniformly and will not affect any stockholder's percentage ownership interest in the Company, except for de minimis changes resulting from the treatment of fractional shares. Stockholders holding their shares in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. Their accounts will be automatically adjusted to reflect the number of shares owned. Stockholders of record will be receiving information from Continental Stock Transfer & Trust Company regarding their stock ownership following the Reverse Stock Split and cash in lieu of fractional share payments, if applicable.

In addition, the Reverse Stock Split will apply to the Common Stock issuable upon the exercise of the Company's outstanding warrants and stock options, with proportionate adjustments to be made to the exercise prices thereof. The Company's outstanding warrants will be adjusted in accordance with their respective terms. Furthermore, the number of shares of Common Stock available for issuance under the Company's equity incentive plans will be proportionately adjusted for the Reverse Stock Split ratio, such that fewer shares will be subject to such plans.

The summary of the Certificate of 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 attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 4, 2026, the Company issued a press release with respect to the Reverse Stock Split. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K (this "***Current Report***").

The information contained in this Item 7.01 of this Current Report, including Exhibit 99.1 hereto, is being furnished pursuant to Item 7.01 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, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Item 7.01 of this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Third Amendment to the Second Amended and Restated Certificate of Incorporation of Jasper Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on November 2, 2026.
99.1	Press Release, dated November 4, 2026.
104	The cover page from this Current Report on Form 8-K, formatted in 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.

Dated: November 4, 2026

JASPER THERAPEUTICS, INC.

By: /s/ Jeet Mahal

Name: Jeet Mahal

Title: President, Chief Executive Officer and Interim Chief Financial Officer

Exhibit 3.1

CERTIFICATE OF THIRD AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
JASPER THERAPEUTICS, INC.

Jasper Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "***Corporation***"), certifies that:

A. The name of the Corporation is Jasper Therapeutics, Inc. The Corporation was originally incorporated under the name "Amplitude Healthcare Acquisition Corporation", and the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is August 13, 2019.

B. The date of filing of the first amendment to the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware is June 8, 2023 and the date of filing of the second amendment to the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware is January 3, 2024.

C. This Certificate of Third Amendment to the Second Amended and Restated Certificate of Incorporation was adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, and has been duly approved by the stockholders of the Corporation.

D. Article IV of the Second Amended and Restated Certificate of Incorporation is hereby further amended to add the following as paragraph H:

"H. On November 6, 2026 at 12:01 a.m. Eastern Time (the "***Effective Time***") pursuant to the General Corporation Law of the State of Delaware and this third amendment to the Corporation's Second Amended and Restated Certificate of Incorporation, each thirty (30) shares of Voting Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding and held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Voting Common Stock without any further action by the Corporation or the holder thereof (the "***Reverse Stock Split***"); provided that no fractional shares shall be issued to any holder and instead, stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) equal to the fraction of one share to which such stockholder would otherwise be entitled multiplied by the closing price of the Voting Common Stock as reported on the Nasdaq Capital Market on the trading day immediately preceding the effective date of the Reverse Stock Split. Each certificate that, immediately prior to the Effective Time, represented shares of Voting Common Stock that were issued and outstanding immediately prior to the Effective Time ("***Old Certificates***"), shall, from and after the Effective Time, represent that whole number of shares of Voting Common Stock into which the shares of Voting Common Stock represented by the Old Certificates shall have been combined, subject to the treatment of fractional shares as described above."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by Jeet Mahal, a duly authorized officer of the Corporation, on November 2, 2026.

/s/ Jeet Mahal

Jeet Mahal
President, Chief Executive Officer and Interim Chief Financial Officer

(*Signature Page to Certificate of Amendment*)

Exhibit 99.1

Jasper Therapeutics Announces 1-for-30 Reverse Stock Split

REDWOOD CITY, Calif., November 4, 2026 (GLOBE NEWSWIRE) – Jasper Therapeutics, Inc. (Nasdaq: JSPR) ("Jasper" or the "Company"), a clinical stage biotechnology company focused on the design and development of innovative therapies to treat immune-mediated diseases, today announced a 1-for-30 reverse stock split ("Reverse Split") of the Company's common stock ("Common Stock") that will become effective at 12:01 a.m. Eastern Time on Friday, November 6, 2026. The Company's Common Stock will begin trading on a split-adjusted basis on the Nasdaq Capital Market commencing at the market open on November 6, 2026. Following the reverse stock split, the Common Stock will continue to trade on the Nasdaq Capital Market under the symbol "JSPR" with a new CUSIP number of 471871301.

As a result of the Reverse Split, every thirty (30) shares of the Company's issued and outstanding Common Stock will be automatically combined and converted into one (1) issued and outstanding share of Common Stock without any change in the par value of $0.0001 per share. No fractional shares will be issued as a result of the Reverse Split, and stockholders who otherwise would be entitled to a fractional share will automatically be entitled to receive cash in lieu of such fractional shares equal to such fraction multiplied by the closing sales price of the Common Stock as reported on the Nasdaq Capital Market on November 5, 2026. Each stockholder's pro-rata percentage ownership will remain unchanged as a result of the Reverse Split, except for minor changes resulting from the treatment of fractional shares. The Reverse Split will not change the authorized number of shares of Common Stock and, immediately after the Reverse Split becomes effective, there will be approximately 1.11 million shares of Common Stock issued and outstanding (compared to approximately 33.3 million shares immediately prior to the Reverse Split), subject to adjustment for fractional shares.

The Reverse Split will apply to the shares of Common Stock issuable upon the exercise of Jasper's current outstanding warrants and stock options, with proportionate adjustments to be made to the exercise prices thereof. The Company's outstanding warrants will be adjusted in accordance with their respective terms. Furthermore, the number of shares of Common Stock available for issuance under Jasper's equity incentive plans will be proportionately adjusted for the reverse stock split ratio, such that fewer shares will be subject to such plans.

At Jasper's special meeting of stockholders held on September 30, 2026, Jasper's stockholders approved the Reverse Split and granted Jasper's board of directors discretionary authority to select a ratio for the Reverse Split ranging from 1-for-15 to 1-for-35. Jasper's board of directors approved the Reverse Split at a ratio of 1-for-30 on October 23, 2026.

Jasper's transfer agent, Continental Stock Transfer & Trust Company, will provide information to stockholders regarding their stock ownership following the Reverse Split and cash in lieu of fractional share payments, if applicable. Stockholders holding their shares in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Split. Their accounts will be automatically adjusted to reflect the number of shares owned. Beneficial holders are encouraged to contact their bank, broker or other nominee with any procedural questions.

About Jasper

Jasper is a clinical stage biotechnology company focused on the design and development of innovative therapies to treat immune-mediated diseases. The company is advancing a pipeline of medicines including vensobafusp alfa, briquilimab, and KP701. Vensobafusp alfa is a potential best-in-class dual-complement inhibitor that has demonstrated positive outcomes in paroxysmal nocturnal hemoglobinuria (PNH) and is under evaluation in other high unmet need nephrology disorders. Briquilimab is an anti-KIT antibody which has demonstrated positive clinical results both as a conditioning agent for stem cell transplant in severe combined immunodeficiencies (SCID), Fanconi anemia, as well as mast cell mediated diseases such as the chronic urticarias. KP701, a novel, dual-acting anti-CD79BxCD32B monoclonal antibody (mAb) for autoantibody-mediated disorders is currently advancing to the clinic.

Forward-Looking Statements

Certain statements contained in this press release are or may be considered "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements can be identified by the fact that they do not relate strictly to historic or current facts. They use words such as "estimate," "expect," "intend," "believe," "plan," "anticipate," "potential," "projected" and other words and terms of similar meaning in connection with any discussion of future operating or financial performance or condition. These forward-looking statements include, but are not limited to, statements regarding the future effective date, ratio and intended effects of the reverse stock split and Jasper's ability to regain and maintain compliance with the Nasdaq Capital Market continued listing requirements. Jasper cautions that these statements are based upon the current beliefs and expectations of Jasper's management and are subject to significant risks, uncertainties and assumptions, including, without limitation, risks that the reverse stock split may not have its intended effects and that Jasper may be unable to regain or maintain compliance with the Nasdaq Capital Market continued listing requirements; risks that the market price of Jasper's common stock may decline following the reverse stock split or may not remain above $1.00 per share; that the reverse stock split may reduce the liquidity of Jasper's common stock; that, because Jasper will have effected a reverse stock split, it may not be eligible for any compliance period under Nasdaq Listing Rule 5810(c)(3)(A)(iv) if it again fails to satisfy the minimum bid price requirement; that Jasper may be unable to satisfy other Nasdaq continued listing requirements; the uncertainties associated with the Company's product candidates, as well as risks associated with the clinical development and regulatory approval of product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; risks that initial, interim or topline results from early-stage or open-label studies, including results in a limited number of patients, may not be predictive of, and may differ materially from, results from later stages of the same study or from later-stage or larger trials; risks related to the inability of the Company to obtain sufficient additional capital to continue to advance product candidates and its preclinical programs; uncertainties in obtaining successful clinical results for product candidates and unexpected costs that may result therefrom; risks related to the failure to realize any value from product candidates and preclinical programs being developed and anticipated to be developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; and such additional risks and uncertainties contained in the "Risk Factors" section of Jasper's Annual Report on Form 10-K for the year ended December 31, 2025, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that Jasper has subsequently filed or may subsequently file with the SEC. Statements regarding future actions, future performance and/or future results including, without limitation, those relating to the timing for completion, and results of, scheduled or additional clinical trials and the FDA's or other regulatory review and/or approval and commercial launch and sales results (if any) of the Company's formulations and product candidates and regulatory filings related to the same, financial projections and targets, including, without limitation, cash runway, operating plans, future capital requirements and the sufficiency of existing cash resources, business strategy, plans and objectives for future operations, statements regarding the Company and its operations and prospects, may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release are inherently uncertain and may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Jasper undertakes no obligation to update publicly or revise any forward-looking statements for any reason after the date of this press release or to conform these statements to actual results or to changes in the Company's expectations, whether as a result of new information, future events, inaccuracies that become apparent after the date hereof or otherwise, except as may be required under applicable securities laws.

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