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 20, 2026

Jaguar Health, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-36714**	**46-2956775**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

200 Pine Street **Suite 400** **San Francisco, California** **(Address of Principal Executive Offices)**	**94104** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (415) 371-8300

(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	JAGX	The Nasdaq Stock 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 20, 2026, Jaguar Health, Inc. (the "Company") received a written notification (the "Notice") from the staff of the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that the Staff has determined to delist the Company's common stock, par value $0.0001 per share (the "Common Stock"), pursuant to its authority under Nasdaq Listing Rule 5101 based on public interest concerns raised by (i) the Company effecting a reverse stock split on September 17, 2026 to avoid noncompliance with Nasdaq Listing Rule 5550(a)(2) only to shortly thereafter declare a special share dividend of Series R convertible preferred stock, which in the Staff's view had the effect of a forward stock split and resulted in the Company's bid price again falling below the $1 minimum, and (ii) the substantial dilution imposed on the Company's shareholders since January 2023.

The Notice stated that unless the Company requests a hearing before the Nasdaq Hearings Panel (the "Panel") by November 27, 2026, the Company's common stock would be scheduled for delisting from Nasdaq. Accordingly, the Company has requested a hearing pursuant to the procedures set forth in the Nasdaq rules, which will stay the suspension of the Company's common stock pending the Panel's decision. The Company can provide no assurance that, following the hearing, the Panel will grant the Company's request for continued listing or that the Company can maintain compliance with the other Nasdaq Listing Rules. The Company also plans to apply for trading on the OTCQB market maintained by OTC Markets Group Inc. to address the risk of delisting from Nasdaq in the event of an unfavorable Panel decision.

This Current Report on Form 8-K contains "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements related to the Company's ability to regain and remain in compliance with Nasdaq's continued listing standards and the Company's plan to apply for trading on the OTCQB. The words "may," "will," "could," "would," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "project," "potential," "continue," "ongoing" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. While the Company believes its plans, intentions and expectations reflected in those forward-looking statements are reasonable, these plans, intentions or expectations may not be achieved. The Company's actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements. For information about the factors that could cause such differences, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2025, including the information discussed under the captions "Item 1 Business," "Item 1A. Risk Factors" and "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations," as well as the Company's various other filings with the SEC. Given these uncertainties, you should not place undue reliance on these forward-looking statements. The Company assumes no obligation to update any forward-looking statement.

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.

JAGUAR HEALTH, INC.

Date: November 27, 2026

By: /s/ Lisa A. Conte

Lisa A. Conte
Chief Executive Officer & President