

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 7, 2026**

ORAMED PHARMACEUTICALS INC.
(Exact name of registrant as specified in its charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation)

001-35813

(Commission File Number)

98-0376008

(IRS Employer
Identification No.)

**1185 Avenue of the Americas, Third Floor,
New York, New York**

(Address of Principal Executive Offices)

10036

(Zip Code)

844-967-2633

(Registrant's telephone number, including area code)

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	Name of each exchange on which registered
Common Stock, par value \$0.012	ORMP	The Nasdaq Capital Market, Tel Aviv Stock Exchange

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 8.01 Other Events.

On January 7, 2026, Oramed Pharmaceuticals Inc. (the “Company”) issued a press release announcing it has received an \$18 million payment from Scilex Holdings Inc., representing full satisfaction of obligations under the Option Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additionally, the press release announced that the Company’s Board of Directors has approved a cash dividend payment of \$0.25 per share to reward stockholders. The dividend will result in an aggregate distribution of approximately \$10.5 million based on the current number of shares outstanding. The dividend will be paid on January 26, 2026, to stockholders of record as of January 16, 2026. The dividend will be funded with surplus capital.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated January 7, 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.

ORAMED PHARMACEUTICALS INC.

By: /s/ Nadav Kidron

Name: Nadav Kidron

Title: President and CEO

January 7, 2026

**Oramed Receives \$18 Million Payment from Scilex Holdings, Bringing Current Returns to \$118 Million;
Board Approves Dividend Payments**

*Payment Closes Out Option Agreement Obligations; Oramed Retains \$39 Million Outstanding debt,
Convertible Debt, Warrants, and an Ongoing Royalty Interest*

NEW YORK, January 7, 2026 - Oramed Pharmaceuticals Inc. (Nasdaq/TASE: ORMP) today announced it has received a \$18 million payment from Scilex Holdings Inc., representing full satisfaction of obligations under the Option Agreement. This payment brings Oramed's current returns to \$118 million on its original \$99.5 million Scilex investment, with additional returns expected from the remaining convertible notes, warrants, and royalties.

Oramed retains a \$27 million note and a \$12 million convertible note with Scilex, convertible at Oramed's option into Scilex equity at \$36 per share. If not converted, the note will be repaid by Scilex in quarterly installments through October 2026. Oramed also maintains its warrant position as well as a nine-year royalty interest in Scilex products.

Board Approves Dividend Payment

Building on the success of its investment portfolio, Oramed's Board of Directors has approved a cash dividend payment of \$0.25 per share to reward shareholders. The dividend will have an ex-dividend date of January 16, 2026, with disbursement scheduled for January 26, 2026. The dividend is expected to result in an aggregate distribution of approximately \$10.5 million based on the current number of shares outstanding. The dividend will be funded with surplus capital.

About Oramed Pharmaceuticals

Oramed Pharmaceuticals Inc. is a clinical-stage pharmaceutical company and platform technology pioneer in oral delivery solutions for drugs currently delivered via injection. Oramed's Protein Oral Delivery (POD™) technology is designed to protect drug integrity and increase absorption. The Company is building a diversified active investment portfolio while advancing its refined oral insulin program.

For more information, visit www.oramed.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. For example, we are using forward-looking statements when we discuss the timing and mechanics of the distribution of the dividend and the expected aggregate distribution amount. These forward-looking statements are based on the current expectations of the management of Oramed only, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, including the risks and uncertainties related to the progress, timing, cost, and results of clinical trials and product development programs; difficulties or delays in obtaining regulatory approval; competition from other pharmaceutical or biotechnology companies; market volatility affecting our investment portfolio; our ability to realize expected returns from Scilex and other investments; and our ability to identify and execute partnerships. Except as otherwise required by law, Oramed undertakes no obligation to publicly release any revisions or updates to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Contact:

+1-844-9-ORAMED
ir@oramed.com