

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): May 28, 2025

Rani Therapeutics Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40672
(Commission File Number)

86-3114789
(IRS Employer
Identification No.)

2051 Ringwood Avenue
San Jose, California
(Address of principal executive offices)

95131
(Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 457-3700

N/A
(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
Class A common stock, par value \$0.0001 per share	RANI	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 5.07 Submission of Matters to a Vote of Security Holders.

On May 28, 2025, Rani Therapeutics Holdings, Inc. (the “Company”) held its annual meeting of stockholders (“Annual Meeting”). As of April 2, 2025, the record date for the Annual Meeting, there were 33,570,253 shares of Class A common stock outstanding and entitled to vote and 23,971,852 shares of Class B common stock outstanding and entitled to vote at the Annual Meeting. Holders of the Company’s Class A common stock are entitled to one vote per share and holders of the Company’s Class B common stock are entitled to ten votes per share. Holders of Class A common stock and Class B common stock voted together as a single class on all matters submitted to a vote of stockholders at the Annual Meeting.

The following is a summary of the matters voted on at the Annual Meeting based on the report of the voting results by the inspector of election. The Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 16, 2025 contains a description of the following proposals considered at the Annual Meeting, each of which were approved by the Company's stockholders at the Annual Meeting as set forth below:

1. The Company’s stockholders elected by a majority of votes cast the director nominees below, to hold office until the 2026 annual meeting of stockholders or until their successors are duly elected and qualified, as follows:

	For	Withheld	Broker Non-Votes
Talat Imran	229,433,930	334,922	10,013,425
Mir Imran	229,454,193	314,659	10,013,425
Dennis Ausiello	229,437,610	331,242	10,013,425
Jean-Luc Butel	229,437,221	331,631	10,013,425
Andrew Farquharson	229,464,541	304,311	10,013,425
Malik Nanavaty	229,462,349	306,503	10,013,425
Lisa Rometty	229,410,427	358,425	10,013,425

2. The Company’s stockholders ratified the appointment of CBIZ CPAs P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025, as follows:

For:	238,547,675
Against:	417,006
Abstain:	817,596

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.

Rani Therapeutics Holdings, Inc.

Date: May 29, 2025

By: /s/ Svai Sanford

Svai Sanford
Chief Financial Officer
