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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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, 2026**

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**Rani Therapeutics Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**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)

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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.

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

On May 28, 2026, Rani Therapeutics Holdings, Inc. (the “Company”) held its annual meeting of stockholders (“Annual Meeting”). As of April 2, 2026, the record date for the Annual Meeting, there were 99,812,515 shares of Class A common stock outstanding and entitled to vote and 23,970,359 shares of Class B common stock outstanding and entitled to vote at the Annual Meeting. Holders of the Company’s Class A common stock and holders of the Company’s Class B common stock are entitled to one vote 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, 2026 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 the director nominees below, to hold office until the 2027 annual meeting of stockholders or until their successors are duly elected and qualified, as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Talat Imran	57,336,620	148,439	19,921,604
Mir Imran	56,592,898	892,161	19,921,604
Dennis Ausiello, M.D.	57,356,662	128,397	19,921,604
Jean-Luc Butel	52,488,017	4,997,042	19,921,604
Vasudev Bailey, Ph.D.	57,382,892	102,167	19,921,604
Abraham Bassan	57,369,150	115,909	19,921,604
Lisa Rometty	57,271,205	213,854	19,921,604

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, 2026, as follows:

<b>For:</b>	77,019,828
<b>Against:</b>	332,645
<b>Abstain:</b>	54,190

**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 28, 2026

By: /s/ Svai Sanford  
Svai Sanford  
Chief Financial Officer

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