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) **July 17, 2026**

TVARDI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-36279**	**75-3175693**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3 Sugar Creek Ctr. Blvd.
Suite 525
Sugar Land, Texas — **77478**
(Address of principal executive offices) — (Zip Code)

Registrant's telephone number, including area code: **(713) 489-8654**

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 (*see* General Instruction A.2.):

☐ 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 $0.001 per share	TVRD	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 8.01 Other Events.

As previously reported, on May 1, 2026, Tvardi Therapeutics, Inc. (the "***Company***") entered into a Capital on Demand™ Sales Agreement (the "***Sales Agreement***") with JonesTrading Institutional Services LLC ("***Jones***"), pursuant to which the Company may offer and sell from time to time, at its option through Jones, shares of the Company's common stock, $0.001 par value per share (the "***Shares***"). The Shares were issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-295496), which became effective on May 12, 2026, and the sales agreement prospectus included therein (the "***Sales Agreement Prospectus***") registering the offer and sale of Shares in an aggregate offering amount of up to $12.5 million, in each case filed with the Securities and Exchange Commission.

On July 17, 2026, the Company filed a prospectus supplement (the "***Prospectus Supplement***") amending and supplementing the Sales Agreement Prospectus to reflect an increase in the Company's existing at-the-market offering program to allow for the issuance of up to $9,689,765 in shares of the Company's common stock, in addition to any amounts previously sold by the Company.

The Company is subject to General Instruction I.B.6 of Form S-3, often referred to as the "baby shelf" rule, which limits the amounts that the Company may sell under the registration statement of which the Prospectus Supplement forms a part. The aggregate market value of the Company's common stock held by non-affiliates pursuant to General Instruction I.B.6 of Form S-3 is $62,208,945, which was calculated based on 12,441,789 shares of the Company's outstanding common stock held by non-affiliates on July 16, 2026, at a price of $5.00 per share, the closing price of the common stock on July 8, 2026. During the prior twelve-calendar month period that ends on and includes the date of the Prospectus Supplement, the Company sold an aggregate of 3,110,769 shares of common stock for an aggregate offering price of approximately $11.0 million in gross proceeds under the Sales Agreement Prospectus. No additional common stock will be sold under the Sales Agreement Prospectus following the date of the Prospectus Supplement.

A copy of the legal opinion of Cooley LLP relating to the validity of the additional Shares of common stock being offered pursuant to the Sales Agreement and the Prospectus Supplement is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Shares discussed herein, nor shall there be any offer, solicitation, or sale of the Shares in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (contained in Exhibit 5.1).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	TVARDI THERAPEUTICS, INC.
Date: July 17, 2026	By: /s/ Imran Alibhai
	Name: Imran Alibhai
	Title: Chief Executive Officer

Madison A. Jones
+1 202 728 7087
madison.jones@cooley.com

July 17, 2026

Tvardi Therapeutics, Inc.
3 Sugar Creek Ctr. Blvd.
Suite 525
Sugar Land, TX 77478

Ladies and Gentlemen:

We have acted as counsel to Tvardi Therapeutics, Inc., a Delaware corporation (the "***Company***"), in connection with the offering by the Company of shares of its common stock, par value $0.001 per share ("***Common Stock***"), having an aggregate offering price of up to $9,689,765 (the "***Shares***") pursuant to a Registration Statement on Form S-3 (File No. 333-295496) (the "***Registration Statement***") filed by the Company with the Securities and Exchange Commission (the "***Commission***") under the Securities Act of 1933, as amended (the "***Securities Act***"), the base prospectus included in the Registration Statement (the "***Base Prospectus***") and the prospectus supplement with respect to the Shares, dated July 17, 2026, filed with the Commission pursuant to Rule 424(b) under the Securities Act (together with the Base Prospectus, the "***Prospectus***"). The Shares are to be sold by the Company under the Capital on Demand™ Sales Agreement, dated May 1, 2026, between the Company and JonesTrading Institutional Services LLC (the "***Agreement***").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Agreement, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We have assumed (i) that each sale of Shares will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General Corporation Law of the State of Delaware (the "***DGCL***"), (ii) that no more than 9,689,765 Shares will be sold under the Agreement pursuant to the Prospectus and (iii) that the price at which the Shares are sold will equal or exceed the par value per share of the Common Stock. We express no opinion to the extent that future issuances of securities of the Company, anti-dilution adjustments to outstanding securities of the Company or other matters cause the number of shares of Common Stock issuable under the Agreement to exceed the number of shares of Common Stock available for issuance by the Company.

Our opinion is expressed solely with respect to the DGCL. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, in reliance thereon and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with the Agreement, the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the reference to our firm under the heading "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K to be filed with the Commission for incorporation by reference into the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Madison A. Jones
Madison A. Jones