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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): November 21, 2025**

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**SYNOLOGIC, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37566**  
(Commission File Number)

**26-1824804**  
(IRS Employer  
Identification No.)

**PO Box 30**  
**Winchester, Massachusetts**  
(Address of Principal Executive Offices)

**01890**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (617) 659-2802**

**Not applicable**

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

- 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	SYBX	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 21, 2025, Synlogic, Inc. (the “Company”) received a letter (the “Notice”) from the Listing Qualifications Department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) that stated the Staff’s belief that the Company is a “public shell” and that, therefore, the continued listing of its securities is no longer warranted in the view of the Staff. In the Notice, the Staff explained that it based this belief on its review of the Company’s public disclosures and materials submitted to the Staff by the Company. In addition, the Staff noted its belief is supported by the Company’s lack of revenue generating assets and the substantial reduction in employees and operations since February 2024. The Staff also considered the Company’s quarterly reports on Forms 10-Q filed on May 8, 2025, August 7, 2025, and November 13, 2025, respectively, which indicated that the Company has not generated any revenue for the nine months ended 2025 and that the Company had research and development expenses of only \$16,000. The Notice further advised that, unless the Company timely requests a hearing before a Hearings Panel (the “Panel”), it would be subject to suspension/delisting.

The Company disagrees with the Staff’s view regarding the Company’s status as a “public shell” and, accordingly, intends to timely request a hearing. The hearing request will automatically stay any suspension or delisting action pending the hearing and the expiration of any additional extension period that may be granted by the Panel following the hearing. However, there can be no assurance that the Company’s hearing will be successful, or that, if successful, the Company will be able to maintain compliance with all applicable listing criteria.

### **Forward Looking Statements**

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of federal and state securities laws. Such statements can be identified by words such as “will likely result,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” “plan,” “project,” “outlook,” “should,” “could,” “may” or words of similar meaning and include, but are not limited to, statements regarding our future business and financial performance and prospects, including our expectations regarding the transactions described in this Current Report on Form 8-K. Such forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. Actual results and the timing of events may differ materially from the results included in such forward-looking statements. Investors are cautioned not to place undue reliance on the forward-looking statements in this Current Report on Form 8-K, which information set forth herein speaks only as of the date hereof. The Company does not undertake, and it expressly disclaims, any intention or obligation to update any forward-looking statements made in this Current Report on Form 8-K, whether as a result of new information, future events or otherwise, except as required by law. A list and description of risks, uncertainties and other factors that could cause or contribute to differences in the Company’s results can be found in its filings with the SEC, including its most recent Annual Report on Form 10-K and subsequent filings. The Company qualifies all of its forward-looking statements by these cautionary statements.

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**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.

Date: November 26, 2025

Synlogic, Inc.

By: /s/ Mary Beth Dooley  
Name: Mary Beth Dooley  
Title: Principal Executive Officer and Principal Financial Officer

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