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): **November 5, 2026**

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

DELAWARE	**001-35813**	**98-0376008**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1185 Avenue of the Americas, Third Floor, New York, New York	**10036**
(Address of Principal Executive Offices)	(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 February 20, 2026, a purported stockholder of Oramed Pharmaceuticals Inc. (the "Company") filed a putative class action in the Court of Chancery of the State of Delaware captioned Agnes Lotz v. Oramed Pharmaceuticals Inc., C.A. No. 2026-0244-PAF (Del. Ch.) (the "Action"). The Action challenged provisions of Article III, Section 11 of the Company's bylaws governing stockholder action by written consent, alleging that they violated Sections 213(b) and 228(a) of the Delaware General Corporation Law ("DGCL").

The Company denies that the challenged provisions of its bylaws violated the DGCL. However, the Company agreed to amend its bylaws to avoid the distraction and cost of needless litigation. The Action was mooted on June 28, 2026, when the Company amended its bylaws.

On July 2, 2026, the Court entered an order dismissing the Action while retaining jurisdiction solely to resolve any application by plaintiff's counsel for attorneys' fees and expenses. Without admitting fault or wrongdoing, the Company agreed to pay plaintiff's counsel $125,000 in attorneys' fees and expenses in connection with the mooted claims.

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.

November 19, 2026

ORAMED PHARMACEUTICALS INC.

By: /s/ Nadav Kidron
Name: Nadav Kidron
President and CEO