
**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): September 24, 2026

Fractyl Health, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41942
(Commission File Number)

27-3553477
(IRS Employer
Identification No.)

**3 Van de Graaff Drive
Suite 200
Burlington, Massachusetts**
(Address of Principal Executive Offices)

01803
(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 902-8800

(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
Common Stock, \$0.00001 par value per share	GUTS	The Nasdaq Global Market

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 September 24, 2026, Fractyl Health, Inc. (the “Company”) held its Special Meeting of Stockholders (the “Special Meeting”). Of the 159,179,848, shares of the Company’s common stock outstanding as of the record date of August 21, 2026, 111,987,852 shares were represented at the Special Meeting, either by proxy or by attending the Special Meeting, representing approximately 70.35% in voting power of the Company’s common stock outstanding and entitled to vote at the Special Meeting. Set forth below are the results of the matter submitted for a vote of stockholders at the Special Meeting.

Proposal No. 1: Approval of a series of alternate amendments to the Company’s Amended and Restated Certificate of Incorporation to effect, at the option of the Company’s Board of Directors, a reverse stock split of the Company’s common stock at a ratio in the range of 1-for-5 to 1-for-15, inclusive (the “Reverse Stock Split”), with such ratio to be determined by the Company’s Board of Directors in its sole discretion. The votes were cast as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
102,476,581	9,319,450	191,821

Based on the foregoing votes the Reverse Stock Split was approved by the Company’s stockholders.

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.

Fractyl Health, Inc.

Date: September 24, 2026

By: /s/ Harith Rajagopalan

Harith Rajagopalan M.D., Ph.D.

Co-Founder, Chief Executive Officer and Director
(Principal Executive Officer)
