

**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): May 29, 2026

**Outlook Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37759**  
(Commission File Number)

**38-3982704**  
(IRS Employer Identification No.)

**111 S. Wood Avenue, Unit #100**  
**Iselin, New Jersey**  
(Address of principal executive offices)

**08830**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 619-3990**

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 pursuant to Section 12(b) of the Act:

| <b>Title of Each Class</b> | <b>Trading Symbol(s)</b> | <b>Name of Each Exchange<br/>on Which Registered</b> |
|----------------------------|--------------------------|------------------------------------------------------|
| Common Stock               | OTLK                     | 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.**

Exhibits are filed herewith in connection with the registered direct offering (the “Registered Direct Offering”) by Outlook Therapeutics, Inc. (the “Company”) of 8,539,709 shares of the Company’s common stock, \$0.01 par value per share, to GMS Ventures and Investments (the “Purchaser”) pursuant to that certain securities purchase agreement entered into on May 28, 2026, by and between the Company and the Purchaser. The Registered Direct Offering was made pursuant to the Company’s effective registration statement on Form S-3 (File No. 333-278340) that was originally filed with the Securities and Exchange Commission on March 28, 2024 and which became effective on April 5, 2024 and a related base prospectus and prospectus supplement thereunder.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b>   | <b>Description</b>                                                           |
|----------------------|------------------------------------------------------------------------------|
| <a href="#">5.1</a>  | <a href="#">Opinion of Cooley, dated May 29, 2026.</a>                       |
| <a href="#">23.1</a> | <a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>             |
| 104                  | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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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 hereunto duly authorized.

**Outlook Therapeutics, Inc.**

Date: May 29, 2026

By: /s/ Lawrence A. Kenyon  
Lawrence A. Kenyon  
*Chief Financial Officer*

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Yvan-Claude Pierre  
+1 212 479-6721  
ypierre@cooley.com

May 29, 2026

Outlook Therapeutics, Inc.  
111 S. Wood Ave., Unit #100  
Iselin, NJ 08830

Ladies and Gentlemen:

We have acted as counsel to Outlook Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the offering by the Company of 8,539,709 shares (the "**Shares**") of its common stock, par value \$0.01 per share (the "**Common Stock**") pursuant to a Registration Statement on Form S-3 (File No. 333-278340) (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 related prospectus supplement filed with the Commission pursuant to Rule 424 under the Securities Act (together with the Base Prospectus, the "**Prospectus**").

In connection with this opinion, we have examined and relied upon the Registration Statement, the Prospectus, 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.

Our opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. 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 qualifications set forth herein, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with 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.

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Outlook Therapeutics, Inc.

May 29, 2026

Page Two

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.

Very truly yours,

**COOLEY LLP**

By: /s/ Yvan-Claude Pierre

Yvan-Claude Pierre

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