REPLY EXHIBIT 14

Reply Exhibit 14 – NYSE American Form 25-NSE notice for Scorpius Holdings, Inc. (2025) and Scorpius Form 8-K on the December 2025 foreclosure (excerpts)

Nejmeh v. Theriva Biologics, Inc., No. 3:26-cv-00705-ART-CSD (D. Nev.)

Source: SEC EDGAR, Accession Nos. 0001143313-25-000021, 0001079973-26-000142.

NOTIFICATION OF THE REMOVAL FROM LISTING AND REGISTRATION OF THE STATED SECURITIES NYSE American LLC ("NYSE American" or the "Exchange") hereby notifies the Securities and Exchange Commission (the "Commission") of its intention to remove the entire class of Common Stock of Scorpius Holdings, Inc. (the "Company") from listing and registration on the Exchange on May 12, 2025, pursuant to the provisions of Rule 12d2-2(b) because, in the opinion of the Exchange, the Common Stock is no longer suitable for continued listing and trading on NYSE American. The Exchange has determined that the Company's Common Stock isno longer suitable for listing pursuant to Section 1003(f)(v) of the NYSE American Company Guide due to the low selling price of the Common Stock. On April 21, 2025, the Exchange determined that the Common Stock of the Company should be suspended from trading and directed the preparation and filing with the Commission of this application for the removal of the Common Stock from listing and registration on NYSE American. The Company was notified on April 21, 2025. Pursuant to the above authorization, a press release regarding the proposed delisting was issued and posted on the Exchange's website on April 21, 2025, and trading in the Common Stock was immediately suspended. The Company had a right to appeal to a Committee of the Board of Directors of the Exchange the determination to delist the Common Stock, provided it filed a written request for such a review with the Secretary of the Exchange within seven calendar days of receiving notice of the delisting determination. The Company did not file such request within the specified period. Consequently, all conditions precedent under SEC Rule 12d2-2(b) to the filing of this application have been satisfied.

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): **December 10, 2025**

Scorpius Holdings, Inc.

(Exact name of registrant as specified in charter)

Delaware	**001-35994**	**26-2844103**
(State or other jurisdiction of incorporation)	*(Commission File Number)*	*(IRS Employer Identification No.)*

1305 East Houston Street **San Antonio, TX**	**78205**
(Address of principal executive offices)	*(zip code)*

(726) 201-5050
(Registrant's telephone number including area code)

(Former Name and Former Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) 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:

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 checkmark 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 2.01. Completion of Acquisition or Disposition of Assets.

On December 10, 2025, certain assets of Scorpius Holdings, Inc. or its subsidiaries (collectively, the "Company") were foreclosed upon (the "Disposed Assets") as a result of a foreclosure sale pursuant to Article 9 of the Uniform Commercial Code conducted by the collateral agent (the "Collateral Agent") on behalf of the holders of the senior secured convertible notes, dated as of December 6, 2024, issued by the Company in the aggregate original principal amount of $13,388,889 and non-convertible secured promissory notes issued by the Company in the aggregate principal amount of $9,841,765 (collectively, the "Secured Notes"). The Disposed Assets comprised substantially all non-cash assets of the Company and related to the Company's CDMO and research and development activities and subsidiaries, which were encumbered by the Secured Notes and related security agreements.

The sale of the Disposed Assets constituted a disposition of a significant amount of assets for the purposes of Item 2.01 of Form 8-K. Accordingly, the pro forma financial information required by Item 9.01 is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information set forth under Item 2.01 above of this Current Report on Form 8-K is incorporated by reference in this Item 2.04.

Item 9.01. Financial Statements and Exhibits.

(b) Pro forma financial information.

The following unaudited pro forma consolidated financial information (the "Pro Forma Information") has been prepared to illustrate the estimated effects of the disposition of the Disposed Assets as if the transaction had occurred on:

- January 1, 2025, for the unaudited pro forma condensed consolidated balance sheet and unaudited pro forma condensed consolidated statements of operations and comprehensive loss as of and for the six months ended June 30, 2025, which are the most recent financial statements filed as of January 29, 2026;
- January 1, 2024, for the unaudited pro forma consolidated statements of operations and comprehensive loss for the year ended December 31, 2024; and
- January 1, 2023, for the unaudited pro forma consolidated statements of operations and comprehensive loss for the year ended December 31, 2023.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Unaudited Pro Forma Consolidated Financial Information
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).