Exhibit 3

Theriva Biologics, Inc. Form 8-K filed November 23, 2026, with Exhibit 99.1

(Accession No. 0001104659-26-131095)

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

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 23, 2026

THERIVA BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-12584**	**13-3808303**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

9605 Medical Center Drive, Suite 270
Rockville, Maryland 20850
(Address of principal executive offices and zip code)

(301) 417-4364
Registrant's telephone number, including area code

N/A
(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 (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(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	TOVX	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 8.01 Other Events

On November 23, 2026, the NYSE American LLC (the "NYSE American") halted trading of the shares of common stock, par value $0.001 per share (the "Common Stock"), of Theriva Biologics, Inc. (the "Company") due to the low trading price of the Company's shares of Common Stock for a substantial period of time and the fact that its Common Stock traded below $0.10 on November 23, 2026. The Company expects that such halt in trading will remain in effect until the Company effectuates the 1-for-30 reverse stock split of its Common Stock that it announced on November 20, 2026 (the "Reverse Split").

The Company anticipates that the Reverse Stock Split will be effective at 11:59 p.m., Eastern Time, on December 1, 2026, and that, subject to NYSE American approval, the Company's Common Stock will begin trading on the NYSE American on a split-adjusted basis when the market opens on December 2, 2026. Although not anticipated by the Company, the NYSE American could suspend trading and move to delist the Company's Common Stock if the price per share post-split does not meet the requirements of Section 1003(f)(v) of the NYSE American Company Guide.

On November 23, 2026, the Company issued a press release announcing the halt in trading of its Common Stock, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release issued by Theriva Biologics, Inc., dated November 23, 2026
104	Cover Page Interactive Data File (embedded within the XBRL document)

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.

Dated: November 23, 2026

THERIVA BIOLOGICS, INC.

By: /s/ Steven A. Shallcross
Name: Steven A. Shallcross
Title: Chief Executive Officer and Chief Financial Officer

Exhibit 99.1

Theriva™ Biologics Announces Halt of Common Stock Trading

Rockville, MD, November 23, 2026 – Theriva™ Biologics, Inc. (NYSE American: TOVX), a diversified clinical-stage company developing therapeutics designed to treat cancer and related diseases in areas of high unmet need, announced today that trading of its shares of common stock has been halted by the NYSE American LLC ("NYSE American") due to the low trading price of the Company's shares of common stock for a substantial period of time and the fact that its common stock traded below $0.10 on November 23, 2026. The Company expects the halt in trading to continue until the Company effectuates the 1-for-30 reverse stock split of its common stock that it announced on November 20, 2026 (the "Reverse Split").

The Company anticipates that the Reverse Stock Split will be effective at 11:59 p.m., Eastern Time, on December 1, 2026 (the "Effective Time"), and that, subject to NYSE American approval, the Company's common stock will begin trading on the NYSE American on a split-adjusted basis when the market opens on December 2, 2026. Although not anticipated by the Company, the NYSE American could suspend trading and move to delist the Company's common stock if the price per share post-split does not meet the requirements of Section 1003(f)(v) of the NYSE American Company Guide.

About Theriva™ Biologics, Inc.

Theriva™ Biologics (NYSE American: TOVX) is a diversified clinical-stage company developing therapeutics designed to treat cancer and related diseases in areas of high unmet need. The Company's subsidiary Theriva Biologics, S.L., has been developing a new oncolytic adenovirus platform designed for intravenous (IV), intravitreal and intratumoral delivery to trigger tumor cell death, improve access of co-administered cancer therapies to the tumor, and promote a robust and sustained anti-tumor response by the patient's immune system. The Company's lead clinical-stage candidate is VCN-01 (zabilugene almadenorepvec), an oncolytic adenovirus designed to replicate selectively within tumor cells, and to degrade the tumor stroma barrier that serves as a significant physical and immunosuppressive barrier to cancer treatment. For more information, please visit Theriva™ Biologics' website at www.therivabio.com.

Forward-Looking Statement

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions, and include statements regarding its planned reverse stock split, including its expected effective date and the expected commencement of trading on a split-adjusted basis. These forward-looking statements are based on management's expectations and assumptions as of the date of this press release and are subject to a number of risks and uncertainties, many of which are difficult to predict that could cause actual results to differ materially from current expectations and assumptions from those set forth or implied by any forward-looking statements. Important factors that could cause actual results to differ materially from current expectations include, among others, the reverse stock split failing to have the desired effect; the Company's ability to maintain compliance with the continued listing standards of the NYSE American; the Company's ability to raise capital and/or enter into one or more strategic alternatives, that may include a business combination, merger or reverse merger; the Company's ability to obtain development funding and/or partnerships; the Company's ability to receive any milestone or royalty payments from Biossil; the Company's commencement of planned clinical trials, which remains subject to sufficient financing; the Company's ability to finalize protocols for future clinical trials evaluating VCN-01; results of future trials supporting further clinical development of VCN-01 and supporting the benefits of more frequent repeated dosing of VCN-01; the Company's ability to reach clinical milestones when anticipated, including the ability to continue to enroll patients as planned; generating clinical data that establishes VCN-01 may improve patient outcomes in cancer patients; the ability to obtain regulatory approval for commercialization of product candidates or to comply with ongoing regulatory requirements, including approval of VCN-01 to treat cancer patients; regulatory limitations relating to the Company's ability to promote or commercialize its product candidates for the specific indications; acceptance of the Company's product candidates in the marketplace; the successful development, marketing or sale of the Company's products; developments by competitors that render such products obsolete or non-competitive; the Company's ability to maintain license agreements; the continued maintenance and growth of the Company's patent estate; the ability to continue to remain well financed; and other factors described in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and its other filings with the SEC, including subsequent periodic reports on Forms 10-Q and current reports on Form 8-K. The information in this release is provided only as of the date of this release, and Theriva Biologics undertakes no obligation to update any forward-looking statements contained in this release on account of new information, future events, or otherwise, except as required by law.

For further information, please contact:

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