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): August 3, 2026

AEON Biopharma, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-40021	85-3940478
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

130 Vantis Dr.
Suite 170
Aliso Viejo, CA 92656
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (949) 354-6499

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
Class A Common Stock, $0.0001 par value per share	AEON	NYSE American

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 7.01. Regulation FD Disclosure.

On August 3, 2026, AEON Biopharma, Inc. (the "Company") issued a press release announcing that the Company has regained compliance with the continued listing standards of NYSE American LLC ("NYSE American"). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in this Item 7.01 of this Current Report (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such a filing.

Item 8.01. Other Events.

On August 3, 2026, the Company received a letter from NYSE Regulation confirming that the Company has regained compliance with the continued listing standards of NYSE American.

The letter stated that the Company is in compliance with all of the NYSE American continued listing standards set forth in Part 10 of the NYSE American Company Guide (the "Company Guide"). Specifically, the Company resolved the previously identified deficiencies under Sections 1003(a)(i) and 1003(a)(ii) of the Company Guide. As a result, the Company expects that the "below compliance" (".BC") indicator will be removed from the Company's trading symbol for its Class A common stock and the Company will be removed from NYSE American's list of noncompliant issuers on its website. The Company will remain subject to NYSE American's continued listing standards and, if the Company is again determined to be below any such standard, it could be subject to further NYSE American action.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the Company's continued compliance with the Company Guide and the continued listing of the Company's Class A common stock on NYSE American. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "could," "would," "project," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions. These forward-looking statements are based on management's current expectations. These statements are neither promises nor guarantees and involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from what is expressed or implied by the forward-looking statements, including, but not limited to those factors discussed in under the section entitled "Risk Factors" in the Company's Form 10-K for the year ended December 31, 2025 filed with the Securities and Exchange Commission on March 30, 2026, as any such factors may be updated from time to time in the Company's other filings with the SEC, which are accessible on the SEC's website at www.sec.gov and the Company's investor relations site at investors.aeonbiopharma.com. Forward-looking statements speak only as of the date they are made and, except as may be required under applicable law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of AEON Biopharma, Inc., dated August 3, 2026 (furnished herewith).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

AEON Biopharma, Inc.

Date: August 3, 2026

By: /s/ Robert Bancroft
Robert Bancroft
President and Chief Executive Officer

AEON Biopharma Regains Compliance with NYSE American Continued Listing Standards

Aliso Viejo, Calif., August 3, 2026 (GLOBE NEWSWIRE) -- AEON Biopharma, Inc. (“AEON” or the “Company”) (NYSE American: AEON), a biopharmaceutical company advancing ABP-450 as a biosimilar to BOTOX® (onabotulinumtoxinA) for therapeutic use to achieve full-label U.S. market entry, today announced that it has received written notice from NYSE American LLC (“NYSE American”) confirming that AEON has regained compliance with NYSE American’s continued listing standards relating to stockholders’ equity.

On August 3, 2026, the Company received a letter from NYSE Regulation confirming that the Company had resolved the previously identified deficiencies under Sections 1003(a)(i) and 1003(a)(ii) of the NYSE American Company Guide (the “Company Guide”). As a result, the Company expects that the “below compliance” (“.BC”) indicator will be removed from the Company’s trading symbol for its Class A common stock (“Common Stock”), and the Company will be removed from NYSE American’s list of noncompliant issuers on its website. The Company will remain subject to NYSE American’s standard listing monitoring procedures and remains committed to maintaining strong financial discipline and governance going forward.

The Company regained compliance following completion of its underwritten public offering (the “Offering”). On July 15, 2026, the Company closed the Offering of 17,851,599 shares of Common Stock and pre-funded warrants to purchase 24,837,008 shares of Common Stock, with each share of Common Stock or pre-funded warrant accompanied by a two-year milestone warrant to purchase one share of Common Stock and a five-year milestone warrant to purchase one share of Common Stock. On July 23, 2026, the Company sold an additional 4,696,102 shares of Common Stock pursuant to a partial exercise of the underwriters’ over-allotment option. The Company received aggregate net proceeds from the Offering of approximately $13.6 million, after deducting underwriting discounts and commissions and estimated offering expenses, with the potential to receive up to an additional $34.0 million in gross proceeds upon the full cash exercise of the milestone warrants issued in connection with the Offering. As a result of the completed Offering, the Company believes it currently has stockholders’ equity in excess of the $4.0 million minimum requirement under Section 1003(a)(ii) of the Company Guide. Because the Offering closed after the end of the Company’s second fiscal quarter, the unaudited balance sheet as of June 30, 2026, to be included in the Company’s Quarterly Report on Form 10-Q for that quarter will reflect a stockholders’ deficit and will not give effect to the net proceeds of the Offering, which will be reflected as a subsequent event.

About AEON Biopharma

AEON Biopharma is a biopharmaceutical company seeking accelerated and full-label access to the U.S. therapeutic neurotoxin market via biosimilarity to BOTOX®. The U.S. therapeutic neurotoxin market exceeds $3.0 billion annually, representing a major opportunity for biosimilar entry. The Company’s lead asset is ABP-450 for debilitating medical conditions. ABP-450 is the same botulinum toxin complex currently approved and marketed for cosmetic indications by Evolus, Inc. under the name Jeuveau®. ABP-450 is manufactured by Daewoong Pharmaceutical in compliance with current Good Manufacturing Practice, or cGMP, in a facility that has been approved by the U.S. Food and Drug Administration, Health Canada, and European Medicines Agency. The product is approved as a biosimilar in India, Mexico, and the Philippines. AEON has exclusive development and distribution rights for therapeutic indications of ABP-450 in the United States, Canada, the European Union, the United Kingdom, and certain other international territories. To learn more about AEON, visit www.aeonbiopharma.com.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. Forward-looking statements include all statements that do not relate solely to historical or current facts, including without limitation statements regarding the Company’s ability to maintain compliance with NYSE American’s continued listing standards, the Company’s product development and regulatory

plans, and the Company's business prospects, and can be identified by the use of words such as "may," "will," "expect," "project," "estimate," "anticipate," "plan," "believe," "potential," "should," "continue" or the negative versions of those words or other comparable words. Forward-looking statements are not guarantees of future actions or performance. These forward-looking statements are based on information currently available to the Company and its current plans or expectations and are subject to a number of risks and uncertainties that could significantly affect current plans. Should one or more of these risks or uncertainties materialize, or the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended, or planned. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, performance, or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Factors that may cause actual results to differ materially from current expectations include, but are not limited to: (i) AEON's ability to maintain compliance with NYSE American's continued listing standards; (ii) the Company's ability to obtain additional and sufficient financing; (iii) the Company's anticipated financial performance, including cash and cash equivalents; (iv) the Company's plans regarding any interactions with the U.S. Food and Drug Administration; (v) the outcome of regulatory interactions; and (vi) other risks and uncertainties set forth in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" in the Company's filings with the SEC, which are available on the SEC's website at www.sec.gov.

Investor

Contact:

Hershel Berry
Blueprint Life Science Group

Hberry@bplifescience.com

Source: AEON

Biopharma