

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) **June 18, 2026**

SONOMA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33216
(Commission
File Number)

68-0423298
(IRS Employer
Identification No.)

5445 Conestoga Court, Suite 150
Boulder, CO 80301
(Address of principal executive offices)
(Zip Code)

(800) 759-9305
(Registrant's telephone number, including area code)

Not applicable.
(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 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	SNOA	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

As previously reported, on September 26, 2025, Sonoma Pharmaceuticals, Inc. (the “Company”) entered into an At Market Issuance Sales Agreement (the “Agreement”), with Ladenburg Thalmann & Co. Inc. (“Ladenburg”), pursuant to which the Company may offer and sell, from time to time, through Ladenburg, as agent, shares of its common stock, \$0.0001 par value per share.

Sales of shares of common stock under the Agreement are made pursuant to the registration statement on Form S-3 (File No. 333-275311), which was declared effective by the U.S. Securities and Exchange Commission (the “SEC”), on November 20, 2023, and a related prospectus supplement filed with the SEC on September 26, 2025 (the “Prospectus Supplement”), which registered the sale of up to \$2,070,463 of common stock. From September 26, 2025 through the date hereof, we sold an aggregate of 173,073 shares of our common stock for an aggregate purchase price of \$574,633 under Agreement.

As of the date hereof, the amount of common stock that we may offer pursuant to General Instruction I.B.6 of Form S-3 has increased to an aggregate offering price of \$3,641,703.

On June 18, 2026, we filed a supplement to the Prospectus Supplement with the Securities and Exchange Commission amending and supplementing the Prospectus Supplement to increase the aggregate offering price to \$3,641,703, including the \$1,495,830 shares of common stock that were previously registered pursuant to the Prospectus Supplement and not sold to date.

The foregoing summary of the Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, which is filed as Exhibit 1.1 to the Company’s Current Report on Form 8-K filed on September 26, 2025.

A copy of the opinion of Polsinelli PC relating to the validity of the shares of common stock that will be issued pursuant to the Agreement and the Supplement to the Prospectus Supplement is attached hereto as Exhibit 5.1 to this current report on Form 8-K.

This Current Report on Form 8-K does not constitute an offer to sell any securities or a solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
1.1	At Market Issuance Sales Agreement, by and between the Company and Ladenburg Thalmann & Co. Inc., dated September 26, 2025 (included as Exhibit 1.1 to the Company’s Current Report on Form 8-K filed on September 26, 2025).
5.1*	Opinion of Polsinelli PC.
23.1	Consent of Polsinelli PC (included in Exhibit 5.1).
104	Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

* Filed herewith.

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.

SONOMA PHARMACEUTICALS, INC.

Date: June 18, 2026

By: /s/ Amy Trombly
Name: Amy Trombly
Title: Chief Executive Officer



One International Place, Suite 3900, Boston, Massachusetts 02110 · (617) 406-0335

June 18, 2026

Board of Directors
Sonoma Pharmaceuticals, Inc.
5445 Conestoga Court, Suite 150
Boulder, Colorado 80301

Ladies and Gentlemen:

We are acting as special counsel to Sonoma Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with the proposed public offering of up to an aggregate of \$3,641,703 of shares (the “**Shares**”) of the Company’s common stock, par value \$0.0001 per share (the “**Common Stock**”), all of which Shares are to be offered and sold by the Company from time to time in accordance with the terms of the At Market Issuance Sales Agreement, dated September 26, 2025 (as amended, the “**Agreement**”), between the Company and Ladenburg Thalmann & Co. Inc., as agent. The Shares are being offered pursuant to a supplement dated June 18, 2026 to the prospectus supplement dated September 26, 2025 and the accompanying base prospectus dated November 20, 2023 (such documents, collectively, the “**Prospectus**”) that form part of the Company’s effective registration statement on Form S-3 (File No. 333-275311) (the “**Registration Statement**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinion hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including electronic copies). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing. For purposes of this opinion letter, without limiting any other exceptions or qualifications set forth herein, we have assumed that the Company will remain a Delaware corporation.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) authorization by the Company’s Board of Directors or its duly authorized Finance Committee, within the limitations established by resolutions duly adopted by the Board of Directors, of the terms pursuant to which the Shares may be sold pursuant to the Agreement, (ii) issuance of the Shares pursuant to placement instructions under the Agreement, consistent with the terms authorized in the above-mentioned resolutions of the Board of Directors or its duly authorized Finance Committee, and (iii) receipt by the Company of the proceeds for the Shares sold pursuant to such terms and such placement instructions, the Shares will be validly issued, fully paid, and non-assessable.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K relating to the offer and sale of the Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus, and speaks as of the date hereof. We assume no obligation to advise you of any changes in the foregoing subsequent to the delivery of this letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the above-described Form 8-K and to the reference to Polsinelli PC under the caption “Legal Matters” in the Prospectus. In giving such consent, we do not thereby admit that we are an “expert” within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Polsinelli PC
Polsinelli PC