

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 13, 2025

Opus Genetics, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

001-34079  
(Commission File Number)

11-3516358  
(IRS Employer Identification No.)

8 Davis Drive  
Durham, NC  
(Address of principal executive offices)

27713  
(Zip Code)

(984) 884-6030  
(Registrant's telephone number, including area code)

8 Davis Drive  
Durham, NC 27709  
(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:

- ☐ 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, \$0.0001 par value per share	IRD	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 1.01 Entry into a Material Definitive Agreement.

On June 13, 2025, Opus Genetics, Inc. (the “**Company**”) entered into a funding agreement (the “**Agreement**”) with the Foundation Fighting Blindness Retinal Degeneration Fund (“**RDF**”), whose sole member is Foundation Fighting Blindness, a significant stockholder of the Company, relating to the Company’s program to develop gene therapies to treat patients impacted by retinitis pigmentosa caused by pathogenic variants in the Mer proto-oncogene tyrosine kinase (MERTK) gene (the “**MERTK Program**”). The Agreement provides for nondilutive funding by RDF of up to \$2,000,000 to support the development of the MERTK Program, \$1,000,000 of which will be disbursed to the Company in the near future and up to \$1,000,000 of which may be disbursed to the Company upon achievement of a specified development milestone subject to RDF’s receipt of eligible funds.

Under the Agreement, the Company is subject to certain diligence obligations to develop and commercialize a product under the MERTK Program. If the Company is unable to achieve certain milestones by certain dates, or otherwise fails to meet its diligence obligations, the Company will be obligated to collaborate with RDF to out-license or otherwise make applicable rights available to a third party.

The Company will pay a milestone payment equal to the total amounts funded by RDF under the Agreement upon the achievement of a regulatory milestone. The Company will also make tiered royalty payments to RDF in low-to-mid single percentages until RDF has received aggregate royalty payments equal to 300% of the amounts funded by RDF under the Agreement. In the event of a change of control of the Company or a sale or exclusive license of the MERTK Program, RDF will have the option to require the Company to buy out RDF’s interest under the Agreement for an amount equal to 100% of the funds disbursed to the Company under the Agreement.

The Agreement may be terminated by either party for cause, including material breach or bankruptcy, subject to a cure period.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the text of the Agreement, which will be filed with the Company’s next Quarterly Report on Form 10-Q for the quarter ended June 30, 2025.

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**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.

Dated: June 20, 2025

**OPUS GENETICS, INC.**

By: /s/ Dr. George Magrath  
Name: Dr. George Magrath  
Title: Chief Executive Officer

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