
**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): May 14, 2026

Arcadia Biosciences, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37383
(Commission File Number)

81-0571538
(IRS Employer
Identification No.)

5956 Sherry Lane
Suite 2000
Dallas, Texas
(Address of Principal Executive Offices)

75225
(Zip Code)

Registrant's Telephone Number, Including Area Code: 214 974-8921

(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	RKDA	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 2.02 Results of Operations and Financial Condition.

On May 14, 2026 Arcadia Biosciences, Inc. (the “Company”) issued a press release announcing financial results for the first quarter of 2026. A copy of the press release is furnished as Exhibit 99.1, and the Company’s financial information tables are furnished as Exhibit 99.2, to this Current Report on Form 8-K and are incorporated herein by reference.

The information furnished in this Form 8-K, the press release attached as Exhibit 99.1, and the financial information attached as Exhibit 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 2.02, in the press release attached as Exhibit 99.1, and in the financial information attached as Exhibit 99.2, shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Arcadia Biosciences Announces First-Quarter 2026 Financial Results and Business Highlights
99.2	Arcadia Biosciences First-Quarter 2026 Financial Information
104	Cover Page Interactive Data File (embedded within the Inline 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 thereunto duly authorized.

ARCADIA BIOSCIENCES, INC.

Date: May 14, 2026

By: /s/ THOMAS J. SCHAEFER
Thomas J. Schaefer, Chief Executive Officer



Arcadia Biosciences (RKDA) Announces First Quarter 2026 Financial Results and Business Highlights

-- Zola® volumes increase 18% year-over-year --

-- SG&A at lowest level in Arcadia's history --

DALLAS, Texas (May 14, 2026) – [Arcadia Biosciences, Inc.](#)® (Nasdaq: RKDA), a producer and marketer of innovative wellness products, today released its financial and business results for the first quarter of 2026.

“We are very pleased with our performance during the first quarter of 2026,” said T.J. Schaefer, CEO of Arcadia. “We were able to bring in gross proceeds of approximately \$2.1 million from the exercise of previously outstanding preferred investment options, Zola® coconut water revenues and volumes increased at a double-digit rate compared to the same quarter last year, and our selling, general, and administrative expenses are at the lowest level in Arcadia’s history as a public company.

“Going forward, we continue to evaluate strategic alternatives but also remain focused on growing our Zola coconut water brand and are excited about the prospects of launching a new product that we expect to be on the shelves of many of our largest customers this fall,” Schaefer added.

Arcadia Biosciences, Inc. Financial Snapshot (Unaudited)

(\$ in thousands)

	Three Months Ended March 31,			
	2026	2025	Favorable / (Unfavorable)	
			\$	%
Total revenues	1,100	1,200	(100)	(8%)
Total operating expenses	1,879	670	(1,209)	(180%)
(Loss) income from continuing operations	(779)	530	(1,309)	(247%)
Net (loss) income attributable to common stockholders	(4,385)	2,599	(6,984)	(269%)

More detailed financial information is included in the company's Report on Form 8-K and Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC), available in the Investors section of the company's website under [SEC Filings](#).

Revenues

Sales of Zola coconut water unit volumes increased 18% and also benefitted from a price increase that went into effect at the beginning of the year. However, reported revenues decreased \$100,000, or 8%, during the first quarter of 2026 compared to the same period in 2025, driven primarily by a revenue reserve release of approximately \$193,000 in 2025.

Operating Expenses

Total operating expenses increased by \$1.2 million during the first quarter of 2026 compared to the same period in 2025 due to the \$750,000 gain on sale of the company's reduced gluten and oxidative stability patent portfolios and \$1.0 million gain related to the change in fair value of contingent consideration liability in the first quarter of 2025.

Cost of revenues increased \$18,000, or 3%, during the first quarter of 2026 compared to the same period in 2025 driven primarily by the increase in Zola sales volume, which increased product costs and freight expenses.

Selling, general, and administrative expenses decreased by \$559,000 during the first quarter of 2026 compared to the same period in 2025, driven primarily by the absence of M&A fees and lower employee costs in the first quarter of 2026.

Net Loss (Income) Attributable to Common Stockholders

Net loss attributable to common stockholders for the first quarter of 2026 was \$4.4 million, or \$2.11 per share, a \$7.0 million decrease from the \$2.6 million net income, or \$1.90 per share, for the first quarter of 2025. The decrease was primarily driven by the loss relating to the company's January 2026 warrant inducement offer transaction of \$2.9 million and other loss of \$1.5 million, in addition to the \$750,000 gain on sale of the company's reduced gluten and oxidative stability patent portfolios and \$1.0 million gain related to the change in fair value of contingent consideration liability in the first quarter of 2025.

About Arcadia Biosciences, Inc.

Since 2002, Arcadia Biosciences (Nasdaq: RKDA) has been innovating high-value, healthy ingredients to meet consumer demands for healthier choices. With its roots in agricultural innovation, Arcadia cultivates next-generation wellness products. For more information, visit www.arcadiabio.com.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events or future results of operations concerning the company and its products, including, but not limited to, statements relating to Zola products and sales, the company's growth, cash position, operating costs, financial performance, evaluation of possible strategic alternatives and

transactions, and the impact on shareholder value. Undue reliance should not be placed on any forward-looking statements. Forward-looking statements are only predictions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from the results anticipated by such forward-looking statements. These risks and uncertainties include, but are not limited to, the risks set forth in filings that the company makes with the Securities and Exchange Commission from time to time, including in Arcadia's Annual Report on Form 10-K for the year ended December 31, 2025 (the 2025 Form 10-K), and other filings that the company makes with the SEC. Forward-looking statements concerning anticipated future activities also assume that the company has sufficient funding to continue its operations and planned activities, which may not be the case. As described in greater detail in the 2025 Form 10-K and in the company's Quarterly Report on Form 10-Q for the period ended March 31, 2026, the company will require additional funding in the near future to continue its operations and planned activities. There are no assurances that required funding will be available at all or will be available in sufficient amounts or on reasonable terms. The company may seek to raise additional funds through equity or debt financings, through transactions involving its other assets, or through other transactions. Any sale of additional equity securities could result in dilution to company stockholders. Reported results should not be considered as an indication of future performance. Forward-looking statements made in this press release speak only as of the date hereof, and except as required by law, Arcadia Biosciences, Inc. disclaims any obligation to update these forward-looking statements or to reflect events or circumstances arising after the date of this press release.

Arcadia Biosciences Contact:

T.J. Schaefer

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Arcadia Biosciences, Inc.
Consolidated Balance Sheets
(Unaudited)
(In thousands, except share data)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 954	\$ 259
Short-term investments	2,766	4,304
Accounts receivable and other receivables, net of allowance for credit loss of \$559 as of March 31, 2026 and December 31, 2025	425	425
Inventories	840	1,212
Prepaid expenses and other current assets	184	156
Total current assets	<u>5,169</u>	<u>6,356</u>
Property and equipment, net	—	8
Intangible assets, net	39	39
Other noncurrent assets	115	143
Total assets	<u>\$ 5,323</u>	<u>\$ 6,546</u>
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,102	\$ 1,789
Other current liabilities	263	270
Total current liabilities	<u>1,365</u>	<u>2,059</u>
Common stock warrant and option liabilities	1,073	347
Total liabilities	<u>2,438</u>	<u>2,406</u>
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Common stock, \$0.001 par value—150,000,000 shares authorized as of March 31, 2026 and December 31, 2025; 2,056,884 and 1,373,120 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively	66	65
Additional paid-in capital	288,421	285,292
Accumulated deficit	(285,602)	(281,217)
Total stockholders' equity	<u>2,885</u>	<u>4,140</u>
Total liabilities and stockholders' equity	<u>\$ 5,323</u>	<u>\$ 6,546</u>

Arcadia Biosciences, Inc.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)

(In thousands, except share data and per share data)

	Three Months Ended March 31,	
	2026	2025
Revenues:		
Product	\$ 1,100	\$ 1,200
Total revenues	1,100	1,200
Operating expenses (income):		
Cost of revenues	700	682
Gain on sale of intangible assets	—	(750)
Change in fair value of contingent consideration	—	(1,000)
Selling, general and administrative	1,179	1,738
Total operating expenses	1,879	670
(Loss) Income from continuing operations	(779)	530
Interest income	5	207
Other loss, net	(1,504)	—
Loss on January 2026 Inducement Offer	(2,877)	—
Change in fair value of common stock warrant and option liabilities	1,191	1,862
Issuance and offering costs	(421)	—
Net income (loss) from continuing operations	(4,385)	2,599
Net loss from discontinued operations	—	—
Net (loss) income attributable to common stockholders	\$ (4,385)	\$ 2,599
Net (loss) income per share attributable to common stockholders:		
Basic	\$ (2.11)	\$ 1.90
Diluted	\$ (2.11)	\$ 1.90
Weighted-average number of shares used in per share calculations:		
Basic	2,082,887	1,366,060
Diluted	2,082,887	1,366,203
Other comprehensive income (loss), net of tax		
Unrealized gains on available-for-sale securities	\$ —	\$ —
Other comprehensive income	\$ —	\$ —
Comprehensive income (loss) attributable to common stockholders	\$ (4,385)	\$ 2,599

Arcadia Biosciences, Inc.
Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Three Months Ended March 31,	
	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (4,385)	\$ 2,599
Adjustments to reconcile net income to cash used in operating activities:		
Change in fair value of common stock warrant and option liabilities	(1,191)	(1,862)
Change in fair value of contingent consideration	—	(1,000)
Issuance and offering costs	421	—
Loss on January 2026 Inducement Offer	2,877	—
Depreciation	8	13
Lease amortization	—	104
Amortization of note receivable	—	(69)
Gain on sale of intangible assets	—	(750)
Unrealized loss subsequent to receipt of Above Food Ingredients, Inc. common stock	1,538	—
Stock-based compensation	15	78
Changes in operating assets and liabilities:		
Accounts receivable and other receivables	—	(193)
Inventories	372	(381)
Prepaid expenses and other current assets	(28)	205
Accounts payable and accrued expenses	(719)	(213)
Other current liabilities	(7)	—
Operating lease liabilities	—	(119)
Net cash used in operating activities	<u>(1,099)</u>	<u>(1,588)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of intangible assets	—	500
Net cash provided by investing activities	<u>—</u>	<u>500</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from January 2026 Inducement Offer	2,082	—
Payments of offering costs relating to January 2026 Inducement Offer	(288)	—
Proceeds from ESPP purchases	—	5
Net cash provided by financing activities	<u>1,794</u>	<u>5</u>
Net increase (decrease) in cash and cash equivalents	695	(1,083)
Cash and cash equivalents — beginning of period	259	4,242
Cash and cash equivalents — end of period	<u>\$ 954</u>	<u>\$ 3,159</u>
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Proceeds from sale of intangible assets in accounts receivable and other receivables	<u>\$ —</u>	<u>\$ 250</u>
Accrued legal fees included in offering costs related to January 2026 Inducement Offer	<u>\$ 62</u>	<u>\$ —</u>
Preferred investment options issued to placement agent and included in offering costs related to January 2026 Inducement Offer	<u>\$ 71</u>	<u>\$ —</u>
Warrant and option modifications included in Loss on January 2026 Inducement Offer	<u>\$ 555</u>	<u>\$ —</u>

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