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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 24, 2025**

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**Arcadia Biosciences, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**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)

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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.

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## Item 1.02 Termination of a Material Definitive Agreement

As previously disclosed in the reports and other materials previously filed by Arcadia Biosciences, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission"), on December 4, 2024, the Company, Roosevelt Resources, LP, a Texas limited partnership ("Roosevelt"), and certain other parties entered into a Securities Exchange Agreement (the "Exchange Agreement") providing for the combination of the two companies in an all-stock transaction (the "Exchange"), subject to a number of conditions and required actions. Also as disclosed in the Company's previous filings with the Commission, on April 30, 2025, the parties to the Exchange Agreement entered into a First Amendment to Securities Exchange Agreement (the "Amendment"). The Amendment amended certain provisions of the Exchange Agreement regarding the parties' ability to terminate the Exchange Agreement (the "Termination Provisions"), including without limitation the following: the "Termination Date" provided for in the Termination Provisions, which allowed either the Company or Roosevelt to terminate the Exchange Agreement by means of notice to the other party if the Closing (as defined in the Exchange Agreement) did not occur by May 15, 2025, was amended to be August 15, 2025.

On December 24, 2025, the Company received a notice from Roosevelt indicating that it was terminating the Exchange Agreement with immediate effect pursuant to the Termination Provisions, as the Closing of the Exchange had not occurred by the Termination Date specified in the Amendment. The Company does not believe that any break-up fee or similar payment will be payable by either party in connection with termination of the Exchange Agreement.

## Item 7.01 Regulation FD Disclosure.

On December 26, 2025, Arcadia issued a press release regarding receipt of the notice from Roosevelt terminating the Exchange Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated December 26, 2025</a>
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: December 29, 2025

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

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## **Arcadia Biosciences (RKDA) Receives Termination Notice of the Proposed Business Combination with Roosevelt Resources**

**DALLAS, Texas (December 26, 2025)** – Arcadia Biosciences, Inc.<sup>®</sup> (Nasdaq: RKDA), a producer and marketer of innovative wellness products, today announced that on December 24, 2025, it received a notice from Roosevelt Resources, LP, terminating the Securities Exchange Agreement between Arcadia and Roosevelt dated December 4, 2024, pursuant to the terms of the agreement. The agreement provided for a proposed business combination transaction between the two companies.

“In light of these circumstances, Arcadia will resume the process of evaluating strategic alternatives in order to create value for our shareholders.” said T.J. Schaefer, CEO of Arcadia.

Schaefer continued, “Over the last two-and-a-half years, we have streamlined our operations, significantly reduced our operating expenses and grown the Zola<sup>®</sup> coconut water brand while avoiding the use of long-term debt. We continue to own approximately 2.7 million shares of Above Food Ingredients Inc. common stock and believe we are entitled to additional consideration and compensation relating to our May 2024 sale of GoodWheat<sup>™</sup>. We believe these assets, along with our Nasdaq public listing and our Zola business, should make Arcadia an attractive candidate for a merger or other strategic transaction.”

### **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](http://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. Forward-looking statements include those that express plans, anticipation, intent, contingencies, goals, targets, or future developments or otherwise are not statements of historical fact. These statements relate to future events or future results of operations, including, but not limited to statements concerning the following matters: the company’s anticipated financial position, cash needs and ability to continue operations; the company’s beliefs concerning its ability to pursue and enter into alternative strategic transactions and its attractiveness as a candidate for a strategic transaction; the company’s beliefs concerning its entitlement to additional shares of common stock of Above Foods Ingredients Inc. (ABVE) and concerning principal and interest payments owed by Above Foods Corp.; and the company’s

beliefs concerning the availability of adequate funding to support the company's future operations from available cash resources, revenues from future sales of products, proceeds from sales of assets including shares of ABVE that it holds (if such shares may be sold pursuant to Rule 144 or otherwise), sale of equity or debt securities, or other transactions. Forward-looking statements concerning anticipated future activities assume that the company has sufficient funding to continue its operations and planned activities, which may not be the case. Arcadia 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. Any sale of additional equity securities could result in material dilution to company stockholders. If the company is not able to secure adequate additional funding, it could be required to reduce or suspend activities, liquidate assets, or initiate dissolution and liquidation or bankruptcy proceedings. In the event of such proceedings, Arcadia's creditors would have first claim on the value of the company's assets which, other than remaining cash, would most likely be liquidated in one or more transactions or a bankruptcy sale, and the common stock of Arcadia likely would have little or no value. Any of these actions would have a material adverse effect on its business, results of operations and financial condition. Forward-looking statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause the company's actual results to be materially different from the results anticipated by such forward-looking statements. Undue reliance should not be placed on any forward-looking statements. Risks and uncertainties relating to the company's business and future prospects also include, but are not limited to, the risks set forth in filings that the company makes with the Securities and Exchange Commission (SEC) from time to time, including in Arcadia's Annual Report on Form 10-K for the year ended December 31, 2024, as amended, quarterly reports on Form 10-Q filed with the SEC during the 2025 year, the registration statement on Form S-4 initially filed with the SEC on February 14, 2025 and amended July 31, 2025, and other filings that the company makes with the SEC, all of which are available free of charge on the SEC's web site at <http://www.sec.gov>. Further, any forward-looking statement speaks only as of the date as of which it was made, and except as required by law, Arcadia Biosciences, Inc. disclaims any obligation to update forward-looking statements or to reflect events or circumstances arising after the date of this press release.

**Arcadia Biosciences Contact:**

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