

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2025-03-25** | Period of Report: **2025-03-24**

SEC Accession No. [0001013762-25-001833](#)

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FILER

OSR Holdings, Inc.

CIK: [1840425](#) | IRS No.: **845052822** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-41390](#) | Film No.: **25765797**
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address
*10900 NE 4TH STREET,
SUITE 2300
BELLEVUE WA 98004*

Business Address
*10900 NE 4TH STREET,
SUITE 2300
BELLEVUE WA 98004
425-635-7700*

**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): March 24, 2025

OSR HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41390

(Commission File Number)

84-5052822

(IRS Employer
Identification No.)

10900 NE 4th Street, Suite 2300, Bellevue, WA 98004

(Address of principal executive offices, including zip code)

(425) 635-7700

(Registrant's telephone number, including area code)

- ☐ 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, par value \$0.0001 per share	OSRH	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	OSRHW	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. ☐

Section 5 - Corporate Governance and Management

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(c) Appointment of Chief Scientific Officer

On March 24, 2025, the Board of Directors of OSR Holdings, Inc. (the “Company”) appointed **Dr. Constance Höfer** as the Company’s **Chief Scientific Officer**, effective immediately.

Dr. Höfer is a seasoned leader in drug development with over 20 years of experience in oncology and immunology and will oversee OSR Holdings’ scientific strategy and innovation pipeline. Dr. Höfer joins OSR Holdings from Merck Healthcare, where she led global programs spanning from preclinical to late-stage clinical development. Prior to Merck, she held senior leadership positions at Sandoz Biopharmaceuticals, Priaxon AG, and Medigene AG, playing a key role in advancing therapeutic programs across various modalities, including New Biological Entities (NBEs), New Chemical Entities (NCEs), nucleotides, and viral and cell-based therapies. Coupled with her extensive industry experience and a PhD in Pharmacology from the University of Newcastle, Dr. Höfer has a strong foundation in clinical pharmacology and translational medicine, ensuring a seamless transition from early-stage research to successful clinical development.

In connection with Dr. Höfer’s appointment, the Company entered into an **employment agreement** (the “Agreement”) with Dr. Höfer, which provides for her compensation and other employment terms. Under the Agreement, Dr. Höfer will receive:

- A base salary of \$300,000.00 per year;
- Participation in Equity-based Compensation Plan of the Company, as determined at the discretion of the Company’s Compensation Committee; and
- Other customary benefits available to executive officers of the Company.

There are no arrangements or understandings between Dr. Höfer and any other person pursuant to which she was selected as an officer. Additionally, Dr. Höfer does not have any family relationships with any director or executive officer of the Company. Further, Dr. Höfer has no related-party transactions reportable under **Item 404(a) of Regulation S-K**.

The Company issued a press release regarding Dr. Höfer’s appointment, which is attached as **Exhibit 99.1** to this Form 8-K and is incorporated herein by reference.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated March 25, 2025, announcing the appointment of Dr. Constance Höfer as Chief Scientific Officer.

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.

OSR HOLDINGS, INC.

By: /s/ Peter Kuk Hyoun Hwang

Name: Peter Kuk Hyoun Hwang

Title: Chief Executive Officer

Date: March 25, 2025

OSR Holdings Appoints Dr. Constance Höfer as Chief Scientific Officer

March 25, 2025 — OSR Holdings, Inc. (NASDAQ: OSRH), a global healthcare company dedicated to advancing healthcare outcomes and improving the quality of life for people and their families, today announced the appointment of Dr. Constance Höfer as its new Chief Scientific Officer (CSO). Dr. Höfer, a seasoned leader in drug development with over 20 years of experience in oncology and immunology, will oversee OSR Holdings' scientific strategy and innovation pipeline.

Dr. Höfer joins OSR Holdings from Merck Healthcare, where she led global programs spanning from preclinical to late-stage clinical development. Prior to Merck, she held senior leadership positions at Sandoz Biopharmaceuticals, Priaxon AG, and Medigene AG, playing a key role in advancing therapeutic programs across various modalities, including New Biological Entities (NBEs), New Chemical Entities (NCEs), nucleotides, and viral and cell-based therapies.

Regarding her new appointment, Dr. Höfer said *"I am honored to join the distinguished team at OSR Holdings and eager to leverage my extensive drug development experience to advance novel therapies across multiple modalities and therapeutic areas. I look forward to collaborating with my colleagues to improve the lives of patients."*

Coupled with her extensive industry experience and a PhD in Pharmacology from the University of Newcastle, Dr. Höfer has a strong foundation in clinical pharmacology and translational medicine, ensuring a seamless transition from early-stage research to successful clinical development.

"We are thrilled to welcome Constance to OSR Holdings. Her depth of experience and proven leadership in drug development will be instrumental in driving our scientific strategy forward," said Kuk Hyoun Hwang, CEO of OSR Holdings. *"With her deep understanding of preclinical-to-clinical transition strategies and regulatory pathways, she will play a pivotal role in optimizing our pipeline and accelerating the development of breakthrough therapies for patients worldwide."*

Dr. Höfer's appointment reinforces OSR Holdings' commitment to advancing cutting-edge therapeutic solutions and strengthening its R&D capabilities. Her expertise will enhance the company's ability to identify and develop promising drug candidates, streamline clinical development, and improve regulatory success rates. By leveraging her experience in biologics, small molecules, and other advanced therapeutic modalities, OSR Holdings aims to accelerate the translation of innovative research into clinical applications, expand its footprint in oncology and immunology, and drive long-term value for both patients and stakeholders.

About OSR Holdings, Inc.

OSR Holdings, Inc. (OSR) is a global healthcare company dedicated to advancing healthcare outcomes and improving the quality of life for people and their families. OSR aims to build and develop a robust portfolio of innovative and potentially transformative therapies and healthcare solutions. Its current operating businesses (through three wholly owned subsidiaries) include (i) developing oral immunotherapies for the treatment of cancer, (ii) developing design-augmented biologics for age-related and other degenerative diseases and (iii) neurovascular intervention medical device and systems distribution in Korea. OSR's vision is to acquire and operate a portfolio of innovative health-care related companies globally.

Contact

Email: ir@osr-holdings.com

Cover**Mar. 24, 2025**

Document Type	8-K
Amendment Flag	false
Document Period End Date	Mar. 24, 2025
Entity File Number	001-41390
Entity Registrant Name	OSR HOLDINGS, INC.
Entity Central Index Key	0001840425
Entity Tax Identification Number	84-5052822
Entity Incorporation, State or Country Code	DE
Entity Address, Address Line One	10900 NE 4th Street, Suite 2300
Entity Address, City or Town	Bellevue
Entity Address, State or Province	WA
Entity Address, Postal Zip Code	98004
City Area Code	425
Local Phone Number	635-7700
Written Communications	false
Soliciting Material	false
Pre-commencement Tender Offer	false
Pre-commencement Issuer Tender Offer	false
Entity Emerging Growth Company	true
Elected Not To Use the Extended Transition Period	false
Common stock, par value \$0.0001 per share	
Title of 12(b) Security	Common stock, par value \$0.0001 per share
Trading Symbol	OSRH
Security Exchange Name	NASDAQ
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	
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Trading Symbol	OSRHW
Security Exchange Name	NASDAQ

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