

**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): July 2, 2026**



METAVIA INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37809
(Commission
File Number)

47-2389984
(IRS Employer
Identification No.)

545 Concord Avenue, Suite 210
Cambridge, Massachusetts
(Address of principal executive offices)

02138
(Zip Code)

(857) 702-9600
(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:

- 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 \$0.001 per share | MTVA | 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 8.01 Other Events.

On November 6, 2025, MetaVia Inc. (the “Company”) entered into an At The Market Offering Agreement (the “Sales Agreement”) with Ladenburg Thalmann & Co. Inc., as sales agent and/or principal (“Ladenburg”), pursuant to which the Company may offer and sell, from time to time through or to Ladenburg, shares of the Company’s common stock, par value \$0.001, by any method permitted by law deemed to be an “at the market offering” as defined in Rule 415(a)(4) of the U.S. Securities Act of 1933, as amended. On July 2, 2026, the Company filed a prospectus supplement with the Securities and Exchange Commission for the offer and sale of up to \$4,000,000 of shares of common stock pursuant to the Sales Agreement (the “Prospectus Supplement”).

Honigman LLP, counsel to the Company, has issued an opinion regarding the validity of the shares of common stock to be issued and sold pursuant to the Sales Agreement and the Prospectus Supplement. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these 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 other jurisdiction.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

| Exhibit Number | Exhibit Description |
|---------------------|--|
| 5.1 | Opinion of Honigman LLP. |
| 104 | Cover Page Interactive Data File (embedded within 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 hereunto duly authorized.

META VIA INC.

Date: July 2, 2026

By: /s/ Hyung Heon Kim

Hyung Heon Kim

President and Chief Executive Officer



July 2, 2026

MetaVia Inc.
545 Concord Avenue, Suite 210
Cambridge, Massachusetts 02138

Re: Prospectus Supplement to Registration Statement on Form S-3 (File No. 333-278646)

Ladies and Gentlemen:

We have acted as special counsel to MetaVia Inc., a Delaware corporation (the "**Company**"), in connection with the sale by the Company through Ladenburg Thalmann & Co. Inc., as the sales agent (the "**Sales Agent**"), from time to time of up to \$4,000,000 of shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**") pursuant to (i) a registration statement on Form S-3 (File No. 333-278646) under the Securities Act of 1933, as amended (the "**Act**"), filed with the Securities and Exchange Commission (the "**Commission**") on April 12, 2024 (as so filed and as amended, the "**Registration Statement**"), (ii) the base prospectus included in the Registration Statement (the "**Base Prospectus**"), (iii) the prospectus supplement dated as of November 6, 2025 (the "**Initial ATM Prospectus Supplement**"), (iv) the prospectus supplement dated as of July 2, 2026 (the "**Prospectus Supplement**"), and together with the Base Prospectus, the Initial ATM Prospectus Supplement and any further supplements or amendments thereto, the "**Prospectus**"), and (v) that certain At The Market Offering Agreement, dated as of November 6, 2025, by and between the Company and the Sales Agent (the "**Sales Agreement**").

In so acting, we have considered such matters of law and of fact, and relied upon, without independent investigation, such documents, records, certificates and other information furnished to us as we have deemed appropriate as a basis for our opinions set forth below. In conducting such review, we have assumed, without independent investigation, the genuineness and authenticity of all signatures on original documents, the legal capacity of all natural persons or entities (other than the Company), the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, and the accuracy of all statements in certificates of public officials and officers of the Company that we reviewed. In rendering these opinions, we have assumed that the Shares will be offered in the manner and on the terms identified or referred to in the Registration Statement, the Prospectus, and the Sales Agreement.

The law covered by the opinions expressed in this opinion letter is limited to the General Corporation Law of the State of Delaware as currently in effect (the "**DGCL**"). We express no opinion as to any other laws.

Based on the foregoing and upon our examination of such documents and other matters as we deem relevant, we are of the opinion that the Shares have been duly authorized by the Company and, when issued, sold, and delivered by the Company in accordance with, and as described in the Registration Statement and the Prospectus and in the manner set forth in the Sales Agreement, against payment therefor in excess of par value, will be validly issued, fully paid and non-assessable.

Honigman LLP • 650 Trade Centre Way Suite 200 • Kalamazoo, MI 49002

In rendering the foregoing opinions, we have assumed that (i) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL, (ii) upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Company's Third Amended and Restated Certificate of Incorporation, as amended from time to time (the "*Certificate of Incorporation*"), and (iii) certain terms of the Shares to be issued by the Company from time to time will be authorized and approved by the board of directors of the Company or one or more committees or delegates thereof established by the board of directors of the Company with the authority to issue and sell Shares pursuant to the Sales Agreement in accordance with the DGCL, the Certificate of Incorporation, the bylaws of the Company and certain resolutions of the board of directors of the Company and one or more committees thereof prior to issuance thereof.

We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Company's Current Report on Form 8-K, which is incorporated by reference in the Registration Statement, and to the reference to our firm under the caption "Legal Matters" in the Registration Statement and the Prospectus. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations promulgated thereunder by the Commission. The opinions in this opinion letter are expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Honigman LLP

Honigman LLP