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): November 24, 2026

Entera Bio Ltd.

(Exact Name of Registrant as Specified in Its Charter)

Israel	001-38556	Not Applicable
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification)

Kiryat Hadassah, Minrav Building - Fifth Floor, Jerusalem, Israel 9112002
(Address of principal executive offices) (Zip Code)

+972-2-532-7151
(Registrant's Telephone Number, Including Area Code)

(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 (see General Instruction A.2. below):

☐ 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
Ordinary Shares, par value of NIS 0.0000769	ENTX	Nasdaq Capital Market

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

At the Special Meeting (as defined in Item 5.07 to this Current Report on Form 8-K) of Entera Bio Ltd., a company formed under the laws of the State of Israel (the "Company"), the Company's shareholders approved an amendment (the "Amendment") to the Company's 2018 Equity Incentive Plan (the "2018 Equity Incentive Plan") to increase the number of ordinary shares, par value of NIS 0.0000769, of the Company ("Ordinary Shares") issuable thereunder by a one-time amount of 13,937,915 Ordinary Shares. The material terms of the 2018 Equity Incentive Plan have been previously reported by the Company and may be found under Proposal 1, contained in the Company's Definitive Proxy statement on Schedule 14A (the "Proxy Statement") previously filed with the Securities and Exchange Commission (the "Commission") on October 14, 2026. As disclosed in the Proxy Statement, Proposals 1 through 5 were presented and approved by the Company's shareholders in connection with the consummation of the Company's July 2026 financing transaction.

The foregoing description of the Amendment is only a summary and is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.02.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On November 24, 2026, the Company held a Special Meeting of Shareholders (the "Special Meeting"). The final voting results for the proposals submitted to a vote of the Company's shareholders at the Special Meeting are as follows:

Proposal 1: Approval of amendment to the 2018 Equity Incentive Plan to increase the number of Ordinary Shares issuable thereunder by 13,937,915 Ordinary Shares:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,181,099	7,197,824	12,111	0

Proposal 2: Approval of a one-time equity grant, as described in the Proxy Statement, to Ms. Miranda Toledano, the Company's Chief Executive Officer and a Director:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,278,651	7,090,104	22,279	0

Proposal 3: Approval of a one-time equity grant, as described in the Proxy Statement, to Ms. Dana Yaacov-Garbeli, the Company's Chief Financial Officer:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,607,979	6,750,592	32,463	0

Proposal 4: Approval of a one-time equity grant, as described in the Proxy Statement, to Mr. Hillel Galitzer, the Company's Chief Operating Officer:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,617,017	6,751,633	22,384	0

Proposal 5: Approval of a one-time equity grant, as described in the Proxy Statement, to Mr. Gregory Burshtein, the Company's Chief of Research and Development:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,607,530	6,751,136	32,368	0

Proposal 6: Approval of the amended and restated compensation policy for the directors and officers of the Company, as described in the Proxy Statement:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,234,812	7,139,102	17,120	0

Proposal 7: Approval of the amended terms of compensation of the Company's non-executive directors, as described in the Proxy Statement:

Votes For	Votes Against	Abstentions	Broker Non-Votes
114,600,176	6,772,408	18,450	0

Proposal 8: Approval of the extension of the post-termination exercise period for options granted or to be granted to the Company's officers and directors, as described in the Proxy Statement:

Votes For	Votes Against	Abstentions	Broker Non-Votes
117,172,828	4,200,686	17,520	0

No other matters were considered or voted upon at the Special Meeting.

Item 9.01	**Financial Statements and Exhibits.**

	(d)	Exhibits

Exhibit No	**Description**
10.1*	Amendment to 2018 Entera Bio Ltd. Equity Incentive Plan.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Management contract or compensatory plan or arrangement.

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.

ENTERA BIO LTD.

Date: November 24, 2026

By: /s/ Miranda Toledano
Name: Miranda Toledano
Title: Chief Executive Officer

Exhibit 10.1

AMENDMENT TO THE ENTERA BIO LTD. 2018 EQUITY INCENTIVE PLAN

This Amendment (the "Amendment") to the 2018 Equity Incentive Plan (the "2018 Plan") of Entera Bio Ltd., a company organized under the laws of the State of Israel (the "Company"), is made effective as of November 24, 2026. Unless otherwise specifically defined herein, each capitalized term used herein shall have the meaning afforded such term under the 2018 Plan.

WHEREAS, the Board of Directors of the Company (the "Board") via meeting of the Board held on September 16, 2026, determined it to be in the best interests of the Company to amend the 2018 Plan to increase the aggregate number of ordinary shares, par value NIS 0.0000769 per share ("Ordinary Shares") of the Company authorized for issuance thereunder by a one-time additional amount of 13,937,915 Ordinary Shares (the "Share Increase"); and

WHEREAS, at the Company's 2026 special meeting of shareholders held on November 24, 2026, the Company's shareholders approved the Share Increase.

NOW, THEREFORE, be it resolved that the 2018 Plan is hereby amended as follows:

1. Section 4(a) of the 2018 Plan is hereby deleted in its entirety and replaced with the following:

"Subject to adjustment as provided in Section 4(c), the maximum number of Shares available for issuance under the Plan shall not exceed 12% of the Company's issued and outstanding share capital as of the Effective Date; *provided* that, (a) starting on January 1, 2019, on January 1 of each year, the total number of Shares available for issuance under the Plan will be increased by an amount equal to the lesser of (i) 5% of the Company's outstanding Shares on December 31 of the immediately preceding year or (ii) such number of Shares as determined by the Board in its discretion, (b) on September 7, 2022, the total number of Shares available for issuance under the Plan shall also be increased by a one-time amount equal to 576,188 Shares and (c) on July 31, 2024, the total number of Shares available for issuance under the Plan shall also be increased by a one-time amount equal to 1,788,515 Shares, (d) on July 14, 2026, the total number of Shares available for issuance under the Plan shall also be increased by a one-time amount equal to 2,500,000 Shares and (e) on November 24, 2026, the total number of Shares available for issuance under the Plan shall also be increased by a one-time amount equal to 13,937,915 Shares. Shares underlying Replacement Awards and Shares remaining available for grant under a plan of an acquired company or of a company with which the Company combines, appropriately adjusted to reflect the acquisition or combination transaction, shall not reduce the number of Shares remaining available for grant hereunder."

2. To record the adoption of this Amendment to the 2018 Plan by the Board, and the approval by the Company's shareholders of this Amendment effective as of November 24, 2026, the Company has caused its authorized officer to execute the same as of the date first set forth above.

ENTERA BIO LTD.

By: /s/ Miranda Toledano
Name: Miranda Toledano
Title: Chief Executive Officer