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): October 26, 2026

SENTI BIOSCIENCES HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**001-40440**	**42-1912154**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2 Corporate Drive, First Floor
South San Francisco, California 94080
(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (650) 239-2030

(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, $0.0001 par value per share	**SNTI**	**The 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.

On October 27, 2026, Edward Mathers notified the Board of Directors (the "Board") of Senti Biosciences Holdings, Inc. (the "Company") of his decision to resign from the Board, effective immediately. In connection with his resignation from the Board, Mr. Mathers also resigned from all committees of the Board on which he served, effective immediately. The Company thanks Mr. Mathers for his valuable contributions and dedicated service to the Company and the Board and wishes him the best in his future endeavors.

Item 8.01. Other Events.

On October 26, 2026, the Board of Directors of Senti Biosciences Holdings, Inc., a Delaware corporation (the “Company”), fixed the close of business on October 30, 2026 as the record date for the Company’s previously announced distribution of contingent value rights (“CVRs”) in connection with the closing on October 21, 2026 of the transactions contemplated by the Agreement and Plan of Merger, dated as of July 14, 2026, by and among the Company, Senti Holdings, Inc., a wholly owned subsidiary of the Company (“Midco”), Senti Biosciences, Inc., a Delaware corporation and wholly owned subsidiary of Midco, ST NewCo Limited (f/k/a Celadon Partners SPV 35 Limited), and Senti Merger Sub, Inc.

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.

SENTI BIOSCIENCES HOLDINGS, INC.

Date: October 27, 2026

By: /s/ Timothy Lu, M.D., Ph.D.
Name: Timothy Lu, M.D., Ph.D.
Title: Chief Executive Officer