

**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): **September 22, 2025**

Q/C Technologies, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36268

(Commission
File No.)

22-2983783

(IRS Employer
Identification No.)

**1185 Avenue of the Americas, Suite 249
New York, NY**

(Address of principal executive offices)

10036

(Zip Code)

Registrant's telephone number, including area code: **(856) 848-8698**

TNF Pharmaceuticals, Inc.

(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	QCLS	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 22, 2025, the Company filed a Certificate of Amendment to Q/C Technologies, Inc. (the "Company") Certificate of Incorporation (the "Certificate of Amendment") to change the name of the Company from "TNF Pharmaceuticals, Inc." to "Q/C Technologies, Inc." effective as of September 22, 2025 (the "Name Change"). In addition, effective before the open of market trading on September 25, 2025, the Company's common stock, par value \$0.001 per share, ceased trading under the ticker symbol "TNFA" and began trading on the Nasdaq Stock Market under the ticker symbol "QCLS" ("Symbol Change").

The Name Change does not affect the rights of the Company's security holders. There will be no change to the Company's CUSIP in connection with the Name Change.

Pursuant to Section 242 of the Delaware General Corporation Law, stockholder approval was not required to complete the Name Change or to approve or effect the Certificate of Amendment. The information set forth herein is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed with this report as Exhibit 3.1 and is incorporated by reference herein.

The matters described in Item 1.01 of this Current Report on Form 8-K related to the filing of the Certificate of Amendment is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On September 24, 2025, the Company issued a press release announcing the Name Change. A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated by reference herein.

On September 25, 2025, the Company issued a press release announcing the Symbol Change. A copy of the press release is furnished hereto as Exhibit 99.2 and incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing. Furthermore, the furnishing of information under Item 7.01 of this Current Report on Form 8-K is not intended to constitute a determination by the Company that the information contained herein, including the exhibits hereto, is material or that the dissemination of such information is required by Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment of Certificate of Incorporation of Q/C Technologies, Inc.
99.1	Press Release, dated September 24, 2025.
99.2	Press Release, dated September 25, 2025.
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 hereunto duly authorized.

Q/C TECHNOLOGIES, INC.

Date: September 26, 2025

By: /s/ Joshua Silverman
Name: Joshua Silverman
Title: Executive Chairman

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TNF PHARMACEUTICALS, INC.**

TNF Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation") hereby certifies:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 19, 2023 (the "Certificate of Incorporation").
2. The Certificate of Incorporation was corrected by the Certificate of Correction thereto, filed with the Secretary of State of Delaware on March 25, 2024.
3. Resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed amendment to the Certificate of Incorporation.
4. Article I of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"The name of the corporation is Q/C Technologies, Inc. (hereinafter referred to as the "Corporation")."
5. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
6. The effective date of this Certificate of Amendment to the Certificate of Incorporation shall be September 22, 2025.

[Signature page follows.]

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be executed this 22nd day of September, 2025.

TNF PHARMACEUTICALS, INC.

By: /s/ Joshua Silverman
Name: Joshua Silverman
Title: Executive Chairman

Q/C Technologies (Formerly TNF Pharmaceuticals) Commences Trading on Nasdaq Under New Ticker Symbol “QCLS”

Licensed technology positions Company at forefront of new quantum-class computing paradigm

New York, NY — Q/C Technologies, Inc. (Nasdaq: QCLS), formerly TNF Pharmaceuticals, Inc. (Nasdaq: TNFA), (“Q/C” or “the Company”), today announced that its common stock will begin trading under the new ticker symbol “QCLS” beginning today at the market open.

The Company’s new name Q/C Technologies represents its recent strategic pivot into quantum-class computing with exclusive global rights to LightSolver’s light-speed laser processing unit (LPU), the world’s first light and laser-based computing system, for application in quantum class cryptocurrency verticals.

“The official transition to Q/C Technologies and our new Nasdaq ticker is an important milestone in aligning our public identity with the Company’s transformation,” said Joshua Silverman, Executive Chairman of Q/C Technologies. “With our focus on quantum-class photonic computing and exclusive rights to LightSolver’s platform for cryptocurrency applications, we are well positioned to advance our first-mover strategy and build sustainable value for shareholders. We look forward to sharing additional updates as we continue to execute on our plan.”

In connection with the name change and stock symbol change, no action is required from current shareholders, and the Company’s CUSIP number will remain the same.

About Q/C Technologies

Q/C Technologies is pioneering the next generation of energy-efficient quantum class, high-performance computing infrastructure. Through a licensing agreement with LightSolver, Q/C holds exclusive rights to the use of innovative quantum-inspired laser-based processing units (LPUs) that solve compute-intensive combinatorial and physical problems at the speed of light. Q/C bridges a disruptive computing paradigm for high-speed photonic computing with cryptocurrency infrastructure development at scale, unlocking unprecedented performance and sustainability for next generation applications and post quantum security.

Cautionary Statement Regarding Forward-Looking Statements

This press release may contain forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any expected future results, performance, or achievements. Forward-looking statements speak only as of the date they are made and neither the Company nor its affiliates assume any duty to update forward-looking statements. Words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “may,” “plan,” “will,” “would” and other similar expressions are intended to identify these forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, without limitation: unanticipated financial setbacks, the Company needing to pursue financing options that could adversely impact its liabilities due to adverse market conditions, the Company’s ability to maintain compliance with the Nasdaq Stock Market’s listing standards; increased levels of competition; changes in political, economic or regulatory conditions generally and in the markets in which the Company operates; the Company’s ability to retain and attract senior management and other key employees; and the Company’s ability to quickly and effectively respond to new technological developments. A discussion of these and other factors with respect to the Company is set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed by the Company on April 11, 2025, and subsequent reports that the Company files with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made, and the Company disclaims any intention or obligation to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contact:

800-507-9010

TNF Pharmaceuticals Announces Name Change to Q/C Technologies and New Ticker Symbol “QCLS” to Reflect Strategic Focus on Quantum Class Photonic Computing

New trading symbol QCLS effective Thursday, September 25, 2025

Licensed technology positions Company at forefront of new quantum-class computing paradigm

New York, NY — TNF Pharmaceuticals, Inc. (Nasdaq: TNFA) (“Q/C” or the “Company”) today announced that it has changed its corporate name to Q/C Technologies, Inc. and will begin trading under the new ticker symbol “QCLS” on the Nasdaq Capital Market, effective as of the market open on Thursday, September 25, 2025. Until then, the Company’s common stock will continue to trade under its current ticker symbol “TNFA.”

The new name Q/C Technologies represents the Company’s recent strategic pivot into quantum-class computing with exclusive global rights to LightSolver’s light-speed laser processing unit (LPU), the world’s first light and laser-based computing system, for application in the cryptocurrency vertical.

By harnessing the unique physical properties of light in an innovative computing paradigm, the LPUs can reduce energy consumption by up to 90% while outperforming traditional GPUs and even quantum computing in both speed and efficiency. In addition to these performance gains, Lightsolver’s architecture is designed to improve security for blockchain operations, offering a more sustainable and resilient foundation for the cryptocurrency industry. Together, these advantages are expected to position the Company to be at the forefront of innovation in blockchain infrastructure.

“Our new name and identity better reflect the Company’s future,” said Joshua Silverman, Chairman of Q/C Technologies. “With exclusive rights to LightSolver’s innovative computing platform for the crypto vertical, we are advancing a first-mover strategy in a trillion-dollar industry under immense pressure to evolve profitably and at scale. We believe that this transformation will position us to create significant value for our shareholders.”

In connection with the name change and stock symbol change, no action is required from current shareholders and the Company’s CUSIP number will remain the same.

The Company also noted that it continues to evaluate strategic options for its legacy therapeutic programs, isomyosamine and Supera-CBD, with the goal of maximizing value from these assets as it pivots into next-generation computing and blockchain infrastructure.

About Q/C Technologies (Formerly TNF Pharmaceuticals)

Q/C Technologies is pioneering the next generation of energy-efficient blockchain infrastructure. Through a licensing agreement with LightSolver, Q/C holds exclusive rights to the use of innovative quantum-inspired laser-based processing units (LPUs) that solve compute-intensive combinatorial and physical problems at the speed of light. Q/C bridges a disruptive computing paradigm for high-speed photonic computing with cryptocurrency infrastructure development at scale, unlocking unprecedented performance and sustainability for next generation blockchain applications.

Cautionary Statement Regarding Forward-Looking Statements

This press release may contain forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any expected future results, performance, or achievements. Forward-looking statements speak only as of the date they are made and neither the Company nor its affiliates assume any duty to update forward-looking statements. Words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “may,” “plan,” “will,” “would” and other similar expressions are intended to identify these forward-looking statements and include statements related to the expected benefits from the licensing agreement with LightSolver and performance of LightSolver’s technology. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include, without limitation: unanticipated financial setbacks, the Company needing to pursue financing options that could adversely impact our liabilities due to adverse market conditions, the Company’s ability to maintain compliance with the Nasdaq Stock Market’s listing standards; the Company’s ability to create value from its pharmaceutical candidates; the amount of funds the Company requires for the commercial development of its licensed technology and maintenance of its pharmaceutical candidates; increased levels of competition; changes in political, economic or regulatory conditions generally and in the markets in which the Company operates; the Company’s ability to retain and attract senior management and other key employees; the Company’s ability to quickly and effectively respond to new technological developments; and the Company’s ability to protect its trade secrets or other proprietary rights, operate without infringing upon the proprietary rights of others and prevent others from infringing on the Company’s proprietary rights. A discussion of these and other factors with respect to the Company is set forth in the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed by the Company on April 11, 2025, and subsequent reports that the Company files with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made, and the Company disclaims any intention or obligation to revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contact:

800-507-9010
