
**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): December 29, 2022

SORRENTO THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-36150
(Commission
File Number)**

**33-0344842
(IRS Employer
Identification No.)**

**4955 Directors Place
San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)**

Registrant's telephone number, including area code: (858) 203-4100

**N/A
(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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value	SRNE	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 7.01. Regulation FD Disclosure.

On December 29, 2022, the board of directors (the “Board”) of Sorrento Therapeutics, Inc. (the “Company”) declared a stock dividend (the “Dividend”) consisting of an aggregate of 76,000,000 shares (the “Dividend Stock”) of common stock, par value \$0.0001 per share, of Scilex Holding Company (the “Scilex Common Stock”) held by the Company to record holders of (i) the Company’s common stock, par value \$0.0001 per share (such stock, the “Company Common Stock” and such record holders, the “Record Common Holders”) as of the close of business on January 9, 2023 (the “Record Date”), and (ii) certain warrants to purchase Company Common Stock that, among other things, have not been exercised prior to the ex-dividend date under the rules of The Nasdaq Stock Market LLC (and which have or may have the right to participate in the Dividend pursuant to the terms of their respective warrants) (the “Record Warrant Holders” and together with the Record Common Holders, the “Record Holders”), which Dividend (unless otherwise determined by the Board) shall be paid on such date to be determined by subsequent resolutions of the Board, which payment date shall be within 60 days following the Record Date and in any event not later than March 10, 2023 (such date as determined by the Board, which is anticipated to be no earlier than January 19, 2023, the “Payment Date”) and shall be apportioned on a pro rata basis among the Record Holders in accordance with each Record Holder’s ownership percentage of Company Common Stock (assuming the full exercise of all outstanding warrants to purchase Company Common Stock) as of the Record Date as set forth in the records of the Company’s transfer agent (with respect to the Record Common Holders) and the Company (with respect to the Record Warrant Holders) as of such date. The Dividend Stock will be subject to certain transfer restrictions through May 11, 2023. Payment of the Dividend is conditioned upon the Company’s board of directors not revoking the dividend prior to the Payment Date.

No fractional shares shall be issued in connection with the Dividend and the equityholders of the Company who otherwise would be entitled to receive fractional shares of the Dividend Stock shall receive cash (without interest or deduction) in lieu of such fractional shares in an amount equal to the product obtained by multiplying (a) the closing price of the Scilex Common Stock on the Nasdaq Capital Market on the Record Date, by (b) the fraction of one share of Scilex Common Stock that such equityholder would have otherwise been entitled to receive as a Dividend in respect of shares of Company Common Stock held by such equityholder (after aggregating all such fractional shares otherwise issuable to such equityholder in connection with the Dividend).

The information under this Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed filed for 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 such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the “Securities Act”), whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

The information in this Current Report on Form 8-K may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements, other than statements of historical or current fact, are statements that could be deemed forward-looking statements, including, without limitation, statements relating to our declaration and payment of dividends. Forward-looking statements are based on the current beliefs, assumptions, and expectations of management and current market conditions. There can be no assurance that future dividends will be declared, and the payment of this dividend is expressly conditioned on the Board not revoking the dividend before the Payment Date.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

Exhibit No.	Description
104	Cover Page Interactive Data, formatted in Inline Extensible Business Reporting Language (iXBRL).

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.

SORRENTO THERAPEUTICS, INC.

Date: December 30, 2022

By: /s/ Henry Ji, Ph.D.
Name: Henry Ji, Ph.D.
Title: Chairman of the Board, President and Chief Executive Officer
