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 30, 2026

Bluejay Diagnostics, Inc.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE	**001-41031**	**47-3552922**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File No.)	(I.R.S. Employer Identification No.)

360 Massachusetts Avenue, Suite 203
Acton, MA 01720
(Address of principal executive offices and zip code)

(844) 327-7078
(Registrant's telephone number, including area code)

(Former name or former address, if changed from 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-14(c)).

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. ☐

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 $0.0001 per share	BJDX	The Nasdaq Stock Market LLC

Item 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined herein) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At the Annual Meeting of Stockholders of Bluejay Diagnostics, Inc. (the "Company") held on June 9, 2026, the stockholders of the Company approved an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Charter") to implement a reverse stock split of the Company's common stock, par value $0.0001 per share, at several fixed ratios between 1-for-2 and 1-for-20, with the final ratio to be determined by the Company's Board of Directors (the "Board").

On October 30, 2026, the Company filed a certificate of amendment to the Charter (the "Certificate of Amendment") with the Secretary of State of the State of Delaware, to implement a 1-for-4 reverse split of the Company's common stock (the "Reverse Stock Split"), which 1-for-4 ratio was selected and approved by the Board. The Reverse Stock Split became effective as of 12:01 a.m. (Eastern time) on November 3, 2026, and the Company's common stock began trading on The Nasdaq Capital Market on a post-split basis at the open of trading on November 3, 2026 with a new CUSIP number, 095633707. The trading symbol for the Company's common stock remains "BJDX."

As a result of the Reverse Stock Split, every four (4) issued and outstanding shares of the Company's common stock, par value $0.0001, was converted into one (1) share of common stock, par value $0.0001, reducing the number of issued and outstanding shares of the Company's common stock from 4,468,051 shares to approximately 1,117,013 shares (and reducing the number of shares of the Company's common stock issuable upon the exercise of prefunded warrants from 222,581 to 55,646). The Company's transfer agent, Continental Stock Transfer & Trust Company ("Continental"), is providing instructions to stockholders of record regarding the process of exchanging shares.

The Reverse Stock Split did not alter the par value of the Company's common stock or modify any voting rights or other terms of the common stock.

No fractional shares are being issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-Reverse Stock Split shares of the Company's common stock not evenly divisible by four (4) are entitled, in lieu of a fractional share, upon surrender to Continental of certificate(s) representing their pre-split shares or upon conversion of their shares held in book-entry, to receive a cash payment based on the recent average closing price per share of the Company's common stock, which cash payment shall not have accrued, and shall be without, interest.

Continental is issuing all of the post-split shares through their paperless Direct Registration System, also known as "book-entry form." Continental will hold the shares in an account set up for the stockholder. All book-entry or other electronic positions representing issued and outstanding shares of the Company's common stock are being automatically adjusted. Those stockholders holding common stock in "street name" are receiving instructions from their brokers.

In addition, pursuant to their terms, a proportionate adjustment has been made to the per share exercise price and number of shares issuable under all of the Company's outstanding equity awards and warrants to purchase shares of common stock, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plans has been reduced proportionately.

The above description of the Certificate of Amendment and the Reverse Stock Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1, as filed with the Secretary of State of the State of Delaware on October 30, 2026.

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

To the extent required by Item 5.07 of Form 8-K, the information regarding the Reverse Stock Split (as defined herein) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 8.01 Other Events.

On October 30, 2026, the Company issued a press release relating to the matters described in Item 5.03 above. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certification of Amendment to the Amended and Restated Certificate of Incorporation of Bluejay Diagnostics, Inc., filed with the Delaware Secretary of State on October 30, 2026 and effective as of November 3, 2026
99.1	Press Release, dated October 30, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bluejay Diagnostics Inc.

By: /s/ Neil Dey
Neil Dey
President and Chief Executive Officer

Dated: November 4, 2026

Exhibit 3.1

CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED,
OF
BLUEJAY DIAGNOSTICS, INC.

Bluejay Diagnostics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Laws (the "DGCL"), does hereby certify as follows:

FIRST: The name of the Corporation is Bluejay Diagnostics, Inc., the date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Secretary of State") was March 20, 2015, the date of filing of its Amended and Restated Certificate of Incorporation (the "Restated Certificate") with the Secretary of State was October 22, 2021, the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was July 21, 2023, the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was May 14, 2024, the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was June 17, 2024, the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was August 23, 2024, the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was November 15, 2024, and the date of filing of a Certificate of Amendment to the Restated Certificate with the Secretary of State was January 26, 2026.

SECOND: The text of Section 4.1 (Authorized Capital Stock) of Article IV (Capitalization) of the Restated Certificate, as currently amended, is amended and restated in its entirety to read as follows:

> "The total number of shares of all classes of capital stock, each with a par value of $0.0001 per share, which the Corporation is authorized to issue is TWO HUNDRED FIFTY-FIVE MILLION (255,000,000) shares, consisting of (a) TWO HUNDRED FIFTYMILLION (250,000,000) shares of common stock (the "Common Stock"), and (b) FIVE MILLION (5,000,000) shares of preferred stock (the "Preferred Stock"). Upon the effectiveness of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, each four (4) shares of Common Stock issued and outstanding at such time shall, automatically and without any further action on the part of the Corporation or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock (the "November 2026 Reverse Stock Split"). The par value of the Common Stock following the November 2026 Reverse Stock Split shall remain $0.0001 per share. No fractional shares shall be issued, and, in lieu thereof, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock, as determined by the Board of Directors of the Corporation. Each certificate that immediately prior to the effectiveness of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, represented shares of Common Stock (an "Old Certificate") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above."

THIRD: That resolutions were duly adopted by unanimous written consent of the Board of Directors of the Corporation setting forth this amendment to the Restated Certificate.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That this amendment will become effective at 12:01 a.m. Eastern Time on November 3, 2026.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment to be signed on its behalf, by Neil Dey, its President and Chief Executive Officer, this 30th day of October, 2026.

BLUEJAY DIAGNOSTICS, INC.

By: /s/ Neil Dey
Name: Neil Dey
Title: President and Chief Executive Officer

Bluejay Diagnostics Announces 1-for-4 Reverse Stock Split

ACTON, Mass., October 30, 2026 – Bluejay Diagnostics, Inc. (NASDAQ: BJDX) ("Bluejay" or the "Company"), a medical diagnostics company focused on improving patient outcomes through its Symphony™ near-patient diagnostic platform, today announced that the Company's Board of Directors has approved a reverse stock split of its shares of common stock at a ratio of 1-for-4 (the "Reverse Stock Split"). The Reverse Stock Split will become effective at 12:01 a.m. Eastern Time on November 3, 2026, and the Company's common stock will open for trading on The Nasdaq Capital Market on a post-split basis on November 3, 2026 under the Company's existing trading symbol, "BJDX." At such time, the Company's common stock will also commence trading with a new CUSIP number, 095633707.

At the effective time of the reverse stock split, every three (3) issued and outstanding shares of Bluejay common stock will be combined into one (1) share of common stock, with no change to the par value of $0.0001 per share. This will reduce the Company's outstanding common stock from approximately 4,468,051 shares to approximately 1,117,013 shares (and reduce the number of shares of the Company's common stock issuable upon the exercise of prefunded warrants from 222,581 to 55,645). No fractional shares of common stock will be issued as a result of the reverse stock split and instead holders of Bluejay common stock will receive a cash payment in lieu of fractional shares to which they would otherwise be entitled. The shares underlying the Company's outstanding equity awards and warrants will also be adjusted accordingly. The reverse stock split affects all stockholders uniformly and will not alter any stockholder's percentage interest in the Company's common stock, except for adjustments that may result from the treatment of fractional shares.

The Company has retained its transfer agent, Continental Stock Transfer & Trust Company ("Continental"), to act as its exchange agent for the reverse stock split. Stockholders with shares held in certificate form will receive from Continental instructions regarding the exchange of their certificates. Stockholders that hold shares in book-entry form or hold their shares in brokerage accounts are not required to take any action and will see the impact of the reverse stock split reflected in their accounts, subject to brokers' particular processes. Beneficial holders of Bluejay common stock are encouraged to contact their bank, broker, custodian or other nominee with questions regarding procedures for processing the reverse stock split.

About Bluejay Diagnostics:

Bluejay Diagnostics, Inc. is a medical diagnostics company focused on improving patient outcomes using its Symphony™ System, a cost-effective, rapid, near-patient testing system for sepsis triage and monitoring of disease progression. Bluejay does not yet have regulatory clearance for the Symphony™ System, and we will need to receive regulatory authorization from the U.S. Food and Drug Administration before Symphony™ can be marketed as a diagnostic product in the United States. Bluejay's first product candidate, an IL-6 Test for sepsis, is designed to provide accurate, reliable results in approximately 20 minutes from 'sample-to-result' to help medical professionals make earlier and better triage/treatment decisions. More information is available at www.bluejaydx.com.

Forward-Looking Statements:

This press release contains statements that the Company believes are "forward-looking statements" within the meaning of the Private Litigation Reform Act. Forward-looking statements may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "suggest," "will," and similar expressions. The Company has based these forward-looking statements on its current expectations and projections about future events, nevertheless, actual results or events could differ materially from the plans, intentions and expectations disclosed in, or implied by, the forward-looking statements the Company makes. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including market and other conditions and those discussed under item 1A. "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and in Part II, Item 1A, "Risk Factors" in its Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2026 and June 30, 2026. You should not place undue reliance on these forward-looking statements, as they are subject to risks and uncertainties, and actual results and performance in future periods may not occur or may be materially different from any future results or performance suggested by the forward-looking statements in this release. This press release speaks as of the date indicated above. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law. The Company expressly disclaims any obligation to update or revise any forward-looking statements found herein to reflect any future changes in the Company's expectations of results or any future change in events, except as required by law.

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