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 20, 2026**

bioAffinity Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-41463**	**46-5211056**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

3300 Nacogdoches Road, Suite 216
San Antonio, Texas 78217
(Address of principal executive offices, including zip code)

(210) 698-5334
(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))

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value $0.007 per share	BIAF	The Nasdaq Stock Market LLC (Nasdaq Capital Market)
Warrants to purchase Common Stock	BIAFW	The Nasdaq Stock Market LLC (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 checkmark 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.

At the Special Meeting of Stockholders of bioAffinity Technologies, Inc. (the "Company") held on November 20, 2026 (the "Special Meeting"), stockholders approved an amendment to the Company's Certificate of Incorporation to decrease the total number of authorized shares of common stock, par value $0.007 per share (the "Common Stock"), from 350,000,000 shares to 200,000,000 shares (the "Charter Amendment"). On November 20, 2026, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware, and the Charter Amendment became effective immediately upon filing.

The foregoing description of the Charter Amendment is qualified in its entirety by reference to the text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K.

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

At the Special Meeting, the Company's stockholders voted on five proposals, each of which is listed below and described in more detail in the Company's Definitive Proxy Statement dated October 23, 2026 (the "Proxy Statement"). With respect to each proposal, holders of the Company's Common Stock were entitled to cast one vote per share of Common Stock held as of the close of business on the record date of September 23, 2026 (the "Record Date"). On the Record Date, there were 1,166,625 shares of the Company's Common Stock outstanding and entitled to vote at the Special Meeting.

The following are the final results of voting on each of the proposals presented at the Special Meeting:

Proposal No. 1: August Warrant Exercise Proposal

The stockholders approved the issuance, pursuant to Nasdaq listing rules, of up to an aggregate of 1,128,272 shares of Common Stock issuable upon exercise of Common Stock purchase warrants issued in connection with the private placement offering that closed on August 14, 2026.

Votes For	Votes Against	Abstentions	Broker Non-Votes
61,862	35,286	834	427,784

Proposal No. 2: October Warrant Exercise Proposal

The stockholders approved the issuance, pursuant to Nasdaq listing rules, of up to an aggregate of 980,072 shares of Common Stock issuable upon exercise of Common Stock purchase warrants issued in connection with the private placement offering that closed on October 8, 2026.

Votes For	Votes Against	Abstentions	Broker Non-Votes
61,180	33,081	3,721	427,784

Proposal No. 3: Offering Proposal

The stockholders approved the issuance of securities in one or more non-public offerings in accordance with Nasdaq Marketplace Rule 5635(d).

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,700	28,910	18,372	427,784

Proposal No. 4: Decrease in Authorized Shares Proposal

The stockholders approved an amendment to the Company's Certificate of Incorporation to decrease the total number of authorized shares of Common Stock from 350,000,000 shares to 200,000,000 shares.

Votes For	Votes Against	Abstentions	Broker Non-Votes
319,130	149,445	57,191	-

Proposal No. 5: Adjournment Proposal

The stockholders approved the adjournment of the Special Meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event of insufficient votes for, or otherwise in connection with, approval of Proposal Nos. 1, 2, 3 and/or 4. However, such an adjournment was not necessary in light of the approval of Proposal Nos. 1, 2, 3 and 4 at the Special Meeting.

Votes For	Votes Against	Abstentions	Broker Non-Votes
308,230	159,496	58,040	-

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of bioAffinity Technologies, Inc., dated November 20, 2026.
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 20, 2026

BIOAFFINITY TECHNOLOGIES, INC.

By: */s/ Maria Zannes*
Name: Maria Zannes
Title: President and Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
BIOAFFINITY TECHNOLOGIES, INC.

bioAffinity Technologies, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on March 26, 2014, as previously amended by that Certificate of Amendment filed with the Secretary of State on May 31, 2016, that Certificate of Designation filed with the Secretary of State on July 13, 2017, that Certificate of Amendment filed with the Secretary of State on November 29, 2021, that Certificate of Amendment filed with the Secretary of State on June 23, 2022, that Certificate of Amendment filed with the Secretary of State on June 6, 2023, that Certificate of Amendment filed with the Secretary of State on June 5, 2024, that Certificate of Amendment filed with the Secretary of State on August 13, 2025, that Certificate of Designation filed with the Secretary of State on August 13, 2025, that Certificate of Amendment filed with the Secretary of State on September 17, 2025, and that Certificate of Amendment dated August 20, 2026 (as previously amended, the "Certificate of Incorporation").

2. The Corporation's Board adopted resolutions setting forth this amendment to the Corporation's Certificate of Incorporation declaring said amendment to be advisable and soliciting the approval of the Corporation's stockholders. Thereafter, the necessary number of shares as required by statute approved this amendment at a properly noticed and duly convened meeting of the Corporation's stockholders.

3. The first paragraph of Section 4 of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

> "4. The total number of shares of common stock which the Corporation is authorized to issue is 200,000,000, at a par value of $0.007 per share, and the total number of shares of preferred stock which the Corporation is authorized to issue is 20,000,000, at a par value of $0.001 per share."

4. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Maria Zannes, its President and Chief Executive Officer, this 20th day of November, 2026.

/s/ Maria Zannes
Maria Zannes
President and Chief Executive Officer