

**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)**  
**February 23, 2026**

**ORIC Pharmaceuticals, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39269**  
(Commission  
File Number)

**47-1787157**  
(IRS Employer  
Identification No.)

**240 E. Grand Ave, 2nd Floor**  
**South San Francisco, CA 94080**  
(Address of principal executive offices, including zip code)

**(650) 388-5600**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 \$0.0001 per share	ORIC	The Nasdaq Global Select 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 8.01 Other Events.**

On May 6, 2021, ORIC Pharmaceuticals, Inc. (the “Company”) entered into an Open Market Sale Agreement<sup>SM</sup> (the “Sales Agreement”) with Jefferies LLC (“Jefferies”) to sell shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), from time to time, through an “at the market offering” program under which Jefferies acts as sales agent. The Shares are issued pursuant to the Company’s effective shelf registration statement on Form S-3ASR (File No. 333-277829), filed on March 11, 2024, which became automatically effective upon filing with the Securities and Exchange Commission (the “SEC”). On March 11, 2024, the Company filed a prospectus supplement (the “2024 Prospectus Supplement”) with the SEC in connection with the offer and sale of up to \$200.0 million of Shares pursuant to the Sales Agreement. As of February 23, 2026, the Company had sold 13,478,432 of Shares for gross proceeds of approximately \$139.7 million, before deducting commissions to Jefferies and other expenses, under the 2024 Prospectus Supplement.

On February 26, 2026, the Company filed a prospectus supplement with the SEC in connection with the offer and sale of up to \$200.0 million of Shares pursuant to the Sales Agreement (the “2026 Prospectus Supplement”). No further sales of shares will be made under the 2024 Prospectus Supplement.

The legal opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, relating to the Shares being offered in connection with the 2026 Prospectus Supplement is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, P.C.</a>
23.1	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, P.C. (included in Exhibit 5.1)</a>
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.

**ORIC PHARMACEUTICALS, INC.**

Date: February 23, 2026

By: /s/ Christian V. Kuhlen  
Christian V. Kuhlen, M.D., J.D.  
General Counsel



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, California 94304-1050

O: 650.493.9300  
F: 866.974.7329

February 23, 2026

ORIC Pharmaceuticals, Inc.  
240 E. Grand Avenue, 2nd Floor  
South San Francisco, CA 94080

**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to ORIC Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the registration of the proposed offer and sale of up to \$200,000,000 of shares (the "Shares") of the Company's common stock, \$0.0001 par value, pursuant to the Company's Registration Statement on Form S-3ASR (File No. 333-277829) filed on March 11, 2024 (the "Registration Statement"), including the prospectus dated March 11, 2024 included therein (the "Base Prospectus") which became automatically effective upon filing with the Securities and Exchange Commission (the "Commission") in connection with the registration pursuant to the Securities Act of 1933, as amended (the "Securities Act"), of the Shares.

The offering and sale of the Shares are being made pursuant to the Open Market Sale Agreement<sup>SM</sup> (the "Sales Agreement"), dated as of May 6, 2021, by and between the Company and Jefferies LLC.

We have examined copies of the Sales Agreement, the Registration Statement, the Base Prospectus and the prospectus supplement thereto related to the offering of the Shares, which prospectus supplement is dated as of February 23, 2026 and has been filed by the Company in accordance with Rule 424(b) promulgated under the Securities Act (the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus"). We have also examined instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

In such examination, we have also examined instruments, documents, certificates and records that we have deemed relevant and necessary for the basis of our opinions hereinafter expressed. In such examination, we have assumed: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; (c) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (d) that the Shares will be sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus; and (e) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based on such examination, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and delivered by the Company against payment therefor in accordance with the terms of the Sales Agreement, will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any other jurisdiction, other than the federal laws of the United States of America and the Delaware General Corporation Law.

AUSTIN BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO  
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K, filed on or about February 23, 2026, for incorporation by reference into the Prospectus Supplement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation