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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K

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REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

January 2026

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Commission File Number: 001-38723

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**Tiziana Life Sciences LTD**  
(Exact Name of Registrant as Specified in Its Charter)

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**9<sup>th</sup> Floor**  
**107 Cheapside**  
**London**  
**EC2V 6DN**  
(Address of registrant's principal executive office)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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## INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

On January 16, 2026, Tiziana Life Sciences LTD (the "Company") issued this 6K announcing, the pricing of a Company best efforts registered direct offering ("Offering") of 6,400,000 ordinary shares at an Offering price of \$1.25 per ordinary share conducted without an underwriter or placement agent to members of senior management and existing shareholders. The total gross proceeds to Tiziana from the Offering, before deducting estimated Offering expenses payable by Tiziana, are expected to be \$8.0 million. For every ordinary share subscribed, participants will receive one warrant entitling the holder to subscribe for one new ordinary share at a price of \$1.50 at any time up to and including July 16, 2026 (when the warrants expire) resulting in additional gross proceeds of up to approximately \$9.6 million. The Offering is expected to close on January 16, 2026, subject to the satisfaction of customary closing conditions.

The Announcement is furnished herewith as Exhibit 99.1 to this Report on Form 6-K. The information in the attached Exhibits 99.1 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

**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, thereunto duly authorized.

**TIZIANA LIFE SCIENCES LTD**

Date: January 16, 2026

By: /s/ Keeren Shah

Name: Keeren Shah

Title: Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Tiziana Life Sciences LTD Press Release, dated January 16, 2026</a>



**Tiziana Life Sciences Announces Registered Direct Offering of up to approximately \$17.6 Million**

**BOSTON, MA, January 16, 2026** – Tiziana Life Sciences, Ltd. (Nasdaq: TLSA) (“Tiziana”), a biotechnology company developing its lead candidate, intranasal foralumab, a fully human, anti-CD3 monoclonal antibody, announces the pricing of a Company best efforts registered direct offering (“Offering”) of 6,400,000 ordinary shares at an Offering price of \$1.25 per ordinary share conducted without an underwriter or placement agent to members of senior management and existing shareholders. The total gross proceeds to Tiziana from the Offering, before deducting estimated Offering expenses payable by Tiziana, are expected to be \$8.0 million. For every ordinary share subscribed, participants will receive one warrant entitling the holder to subscribe for one new ordinary share at a price of \$1.50 at any time up to and including July 16, 2026 (when the warrants expire) resulting in additional gross proceeds of up to approximately \$9.6 million. The Offering is expected to close on January 16, 2026, subject to the satisfaction of customary closing conditions.

The Offering was led by Tiziana's Chief Executive Officer, Ivor Elrifi, who purchased 2,400,000 ordinary shares, bringing his total holding to 2,757,848 ordinary shares. Executive Chairman and Founder of Tiziana, Mr. Gabriele Cerrone purchased 1,600,000 ordinary shares in the Offering through Panetta Partners Ltd, an entity in which he has a beneficial interest, bringing his total holdings to 44,974,830 ordinary shares.

The proceeds from this offering enable the company to complete its Phase 2 na-SPMS and MSA clinical trials, and achieve top line data readouts in both trials.

“We are grateful to our dedicated shareholders for their steadfast support during this pivotal time. Your belief in Tiziana Life Sciences has been instrumental as we push forward to topline data in our clinical trials in na-SPMS and MSA, bringing us closer to potential breakthroughs that could transform lives.” said Gabriele Cerrone, Founder and Executive Chairman of Tiziana Life Sciences.

The securities described above are being offered and sold pursuant to a shelf registration statement on Form F-3 (File No. 333-286064), including a base prospectus, filed with the U.S. Securities and Exchange Commission (the “SEC”) and declared effective on March 27, 2025. The Offering is being made only by means of a prospectus supplement and the accompanying base prospectus, as may be further supplemented by any free writing prospectus and/or pricing supplement that the Company may file with the SEC. The final prospectus supplement related to the Offering will be filed with the SEC and will also be available on the SEC website.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these 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 such state or jurisdiction.

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## **About Foralumab**

Foralumab, a fully human anti-CD3 monoclonal antibody, is a biologic candidate that has been shown to stimulate T regulatory cells when dosed intranasally. Currently, 14 patients with Non-Active Secondary Progressive Multiple Sclerosis (na-SPMS) have been dosed in an open-label intermediate sized Expanded Access (EA) Program (NCT06802328) with either an improvement or stability of disease seen within 6 months in all patients. In addition, intranasal foralumab is currently being studied in a Phase 2a, randomized, double-blind, placebo-controlled, multicenter, dose-ranging trial in patients with non-active secondary progressive multiple sclerosis (NCT06292923).

Foralumab is the only fully human anti-CD3 monoclonal antibody (mAb) currently in clinical development. Immunomodulation by intranasal foralumab represents a novel avenue for the treatment of neuroinflammatory and neurodegenerative human diseases.<sup>[1],[2]</sup>

## **About Tiziana Life Sciences**

Tiziana is a clinical-stage biopharmaceutical company developing breakthrough therapies using transformational drug delivery technologies to enable alternative routes of immunotherapy. Tiziana's innovative nasal approach has the potential to provide an improvement in efficacy as well as safety and tolerability compared to intravenous (IV) delivery. Tiziana's lead candidate, intranasal foralumab, which is the only fully human anti-CD3 mAb currently in clinical development, has demonstrated a favorable safety profile and clinical response in patients in studies to date. Tiziana's technology for alternative routes of immunotherapy has been patented with several applications pending and is expected to allow for broad pipeline applications.

For more information about Tiziana and its innovative pipeline of therapies, please visit [www.tizianalifesciences.com](http://www.tizianalifesciences.com).

## **Forward-Looking Statements**

Statements in this press release may be "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, that concern matters that involve risks and uncertainties that could cause actual results to differ materially from those anticipated or projected in the forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These forward-looking statements reflect the current beliefs and expectations of Tiziana's management and include statements regarding the closing of the Offering. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertainties related to market conditions and other factors described more fully in the section entitled 'Risk Factors' in Tiziana's Annual Report on Form 20-F for the year ended December 31, 2024, and other periodic reports filed with the SEC from time to time. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

## **For further inquiries:**

### **Tiziana Life Sciences Ltd**

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[1] <https://www.pnas.org/doi/10.1073/pnas.2220272120>

[2] <https://www.pnas.org/doi/10.1073/pnas.2309221120>

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