

**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 18, 2026

TARSUS PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39614
(Commission File Number)

81-4717861
(I.R.S. Employer Identification No.)

15440 Laguna Canyon Road, Suite 160
Irvine, CA 92618
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (949) 418-1801

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, \$0.0001 par value per share	TARS	The Nasdaq Stock Market LLC 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 5.02. Departure of directors or certain officers; election of directors; appointment of certain officers; compensatory arrangements of certain officers.

On February 18, 2026, the Board of Directors (the “Board”) of Tarsus Pharmaceuticals, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee (the “Nominating Committee”), expanded the size of the Board from seven to eight directors and appointed David E.I. Pyott to the Board, effective immediately. Mr. Pyott will serve as a Class III director with a term expiring at the Company’s 2026 annual meeting of stockholders or until his successor is duly elected and qualified. Further, effective immediately, the Board appointed Mr. Pyott to serve as Chairperson of the Commercial Committee of the Board and as member of the Nominating Committee as well as the Compensation Committee of the Board. The Board has determined that Mr. Pyott is independent under the listing standards of the Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission (the “SEC”).

As a non-employee director, Mr. Pyott will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation policy, as amended, which includes an initial grant with a target grant value of \$540,000, with 50% of the award granted as an option to purchase shares of the Company’s common stock and 50% of the award granted as RSUs.

There are no arrangements or understandings between Mr. Pyott and any other person pursuant to which Mr. Pyott was elected as a director, and there are no transactions between Mr. Pyott and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Mr. Pyott in connection with his appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company.

A copy of the press release announcing the appointment of Mr. Pyott to the Board of Directors is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Indemnity Agreement (incorporated by reference to Exhibit 10.1 to the Company’s Amended Registration Statement on Form S-1/A (File No. 333-249076) filed with the Securities and Exchange Commission on October 9, 2020).
99.1	Press Release issued by the Company on February 18, 2026 announcing the appointment of Mr. Pyott to the Board of Directors.
104	Cover Page Interactive Data File (embedded within 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.

TARSUS PHARMACEUTICALS, INC.

Date: February 18, 2026

/s/ Bryan Wahl
Bryan Wahl
General Counsel and Corporate Secretary



Tarsus Pharmaceuticals Appoints Renowned Biopharmaceutical Leader and Former Allergan CEO, David Pyott, to its Board of Directors

IRVINE, Calif., Feb. 18, 2026 – Tarsus Pharmaceuticals, Inc. (NASDAQ: TARS) today announced the appointment of David E. I. Pyott, a distinguished leader in the global biopharmaceutical industry and former Chairman and CEO of Allergan, Inc., to its Board of Directors.

“David is one of the most accomplished leaders in eye care, with a strong track record of translating innovation into global impact,” said Bobak Azamian, M.D., Ph.D., Chief Executive Officer and Chairman of Tarsus. “His experience building some of the most successful franchises in our industry will be invaluable as we scale XDEMVY, advance our pipeline and position Tarsus for sustained growth. We are honored to welcome him to our Board.”

Mr. Pyott brings decades of global leadership experience spanning innovative R&D, product development, and commercial execution. During his 17-year tenure as CEO of Allergan, he transformed the company from a focused eye care business with approximately \$1 billion in sales into a global specialty pharmaceutical and medical device leader generating more than \$7 billion in revenue. He led the company through periods of significant market complexity while maintaining a long-term growth focus and delivering strong commercial performance. In recognition of his leadership, he was named one of *Harvard Business Review*’s “100 Best Performing CEOs in the World.” Prior to Allergan, Mr. Pyott served as Head of the Novartis Nutrition Division and as a member of the Executive Committee of Novartis AG.

“Tarsus is entering a highly compelling next phase of its evolution, and I’m pleased to join the Board at this important moment in time,” said Mr. Pyott. “Tarsus has already established a remarkable foundation with its lead commercial product and promising pipeline, and I look forward to working with its outstanding Board and management team to help build long-term value and advance further meaningful innovation in eye care and beyond.”

In addition to Tarsus, Mr. Pyott currently serves as a member of the Board of Directors of Alnylam Pharmaceuticals and Pliant Therapeutics. He was previously a member of the Supervisory Board of Royal Philips in the Netherlands, a public diversified health

technology company, and a member of the Board of Directors of BioMarin Pharmaceutical Inc.

Mr. Pyott is also Chairman of the Governing Board of the London Business School, Vice President and co-founder of the Ophthalmology Foundation, and a Trustee of the California Institute of Technology.

Mr. Pyott holds a Diploma in International and European Law from the Europa Institute at the University of Amsterdam, an Honorary Degree in Medicine and a Master of Arts degree from the University of Edinburgh, and a Master of Business Administration degree from the London Business School.

About Tarsus Pharmaceuticals, Inc.

Tarsus Pharmaceuticals, Inc. applies proven science and new technology to revolutionize treatment for patients, starting with eye care. Tarsus is advancing its pipeline to address several diseases with high unmet need across a range of therapeutic categories, including eye care, dermatology, and infectious disease prevention. XDEMZY (lotilaner ophthalmic solution) 0.25% is FDA approved in the United States for the treatment of *Demodex* blepharitis. Tarsus is also developing TP-04 for the potential treatment of ocular rosacea and TP-05 as an oral tablet for the potential prevention of Lyme disease, all of which are in Phase 2.

Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute "forward-looking statements." These statements include statements regarding the benefits and value added by the new director; Tarsus' commercialization plans for and the anticipated benefits of XDEMZY; development and potential of Tarsus' current and future pipeline; and the quotations of Tarsus' management and board member. The words, without limitation, "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "project," "should," "target," "will," or "would," or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these or similar identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors. Further, there are other risks and uncertainties that could cause actual results to differ from those set forth in the forward-looking statement and they are detailed from time to time in the reports Tarsus files with the Securities and Exchange Commission, including Tarsus' Form 10-K for the year ended December 31, 2024 filed on February 25, 2025 and the most recent Form 10-Q for the quarter ended September 30, 2025, copies of which are posted on its website and are available from Tarsus without charge. However, new risk factors and uncertainties may emerge from time to time, and it is not possible to predict all risk factors and uncertainties. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking

statements contained in this press release are based on the current expectations of Tarsus' management team and speak only as of the date hereof, and Tarsus specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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