

**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): January 13, 2026**

**CG Oncology, Inc.**  
(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-41925**  
(Commission  
File Number)

**37-1611499**  
(IRS Employer  
Identification No.)

**400 Spectrum Center Drive  
Suite 2040  
Irvine, California**  
(Address of Principal Executive Offices)

**92618**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (949) 409-3700**

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	CGON	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 January 13, 2026, CG Oncology, Inc. (the “Company”) filed Amendment No. 1 to Prospectus (the “Amendment”) with the Securities and Exchange Commission (the “SEC”) for the offer and sale of shares of its common stock, par value \$0.0001 per share, having an aggregate offering price of up to \$550,000,000 (the “Shares”), pursuant to that certain Open Market Sale Agreement, dated March 28, 2025, by and between the Company and Jefferies LLC (the “Sales Agreement”). The Amendment amends and supplements the information in the prospectus dated March 28, 2025 (the “Prospectus”) filed with the SEC as part of the Company’s Registration Statement on Form S-3ASR (File No. 333-286230), relating to the offer and sale of up to \$250,000,000 of shares of the Company’s common stock pursuant to the Sales Agreement. The Amendment should be read in conjunction with the Prospectus, and is qualified by reference thereto, except to the extent that the information therein amends or supersedes the information contained in the Prospectus. The Amendment is not complete without, and may only be delivered or utilized in connection with, the Prospectus and any future amendments or supplements thereto.

The Company previously sold an aggregate of 5,861,984 Shares for gross proceeds of \$250,000,000 under the Sales Agreement. The Company filed the Amendment to increase the Shares available to be sold pursuant to the terms of the Sales Agreement by an additional \$300,000,000, for an aggregate offering price of up to \$550,000,000.

A copy of the opinion of Cooley LLP relating to the validity of the Shares is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

## (d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Cooley LLP</a>
23.1	<a href="#">Consent of Cooley LLP (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.

**CG Oncology, Inc.**

Dated: January 13, 2026

By: /s/ Josh Patterson

Josh Patterson

General Counsel and Chief Compliance Officer



Divakar Gupta  
T: +1 212 479 6474  
dgupta@cooley.com

January 13, 2026

CG Oncology, Inc.  
400 Spectrum Center Drive, Suite 1040  
Irvine, CA 92618

Ladies and Gentlemen:

We have acted as counsel to CG Oncology, Inc., a Delaware corporation (the "**Company**"), in connection with the offering by the Company of shares (the "**Shares**") of its common stock, par value \$0.0001 per share (the "**Common Stock**"), having aggregate offering price of up to \$550,000,000 pursuant to the Registration Statement on Form S-3 (File No. 333-283260) (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), the prospectus relating to the Shares included in the Registration Statement (the "**Prospectus**"), and the prospectus supplement filed with the Commission pursuant to Rule 424(b) under the Securities Act on January 13, 2026 (together with the Prospectus, the "**ATM Prospectus**"). The Shares are to be sold by the Company in accordance with that certain Open Market Sale Agreement, dated March 28, 2025 by and between the Company and Jefferies LLC (the "**Agreement**"), as described in the ATM Prospectus.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the ATM Prospectus, (b) the Agreement, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

We have assumed (i) that each sale of Shares will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General Corporation Law of the State of Delaware (the "**DGCL**"), (ii) that no more than 55,000,000 Shares will be sold under the Agreement pursuant to the ATM Prospectus and (iii) that the price at which the Shares are sold will equal or exceed the par value of the Shares. We express no opinion to the extent that future issuances of securities of the Company, anti-dilution adjustments to outstanding securities of the Company or other matters cause the number of shares of Common Stock issuable under the Agreement to exceed the number of shares of Common Stock available for issuance by the Company.

Our opinion is expressed solely with respect to the DGCL. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, in reliance thereon and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with the Agreement, the Registration Statement and the ATM Prospectus, will be validly issued, fully paid and nonassessable.

Cooley LLP 55 Hudson Yards New York, NY 10001-2157  
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January 13, 2026

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This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the reference to our firm under the heading “Legal Matters” in the ATM Prospectus and to the filing of this opinion as an exhibit to the Company’s Current Report on Form 8-K to be filed with the Commission for incorporation by reference into the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

Cooley LLP

By: /s/ Divakar Gupta

Divakar Gupta

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