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): July 31, 2026

Organon & Co.
(Exact name of registrant as specified in its charter)

Delaware	**001-40235**	**46-4838035**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

30 Hudson Street, Floor 33, Jersey City, NJ	**07302**
(Address and principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (551) 430-6900

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 $0.01 per share	**OGN**	**NYSE**

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 7.01. Regulation FD Disclosure.

On July 31, 2026, Organon & Co. (the "*Company*") released its financial results for the quarter ended June 30, 2026 with the filing of the Company's Quarterly Report on Form 10-Q (the "*Form 10-Q*") with the Securities and Exchange Commission (the "*SEC*"). As previously disclosed, in light of the Company's pending merger with Sun Pharmaceutical Industries Limited, the Company has suspended its customary practice of issuing a quarterly earnings press release and hosting an earnings conference call.

As part of the information provided in historic Company earnings press releases, the Company would furnish, together with its U.S. generally accepted accounting principles ("*GAAP*") financial information for the reported quarterly period, certain supplemental non-GAAP financial metrics for the same reported period. These supplemental measures have been made available by the Company based on the belief that this information assists in understanding the Company's financial performance, but not as a substitute for the Company's financial results under GAAP.

To continue this practice, the Company is furnishing certain supplemental non-GAAP metrics for the quarter ended June 30, 2026 that are included in Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. The non-GAAP financial metrics for the quarter ended June 30, 2026 that are furnished in this Form 8-K should be read together with the Company's GAAP financial statements and other disclosures that are contained in Exhibit 99.1 and that are more fully disclosed in the Form 10-Q filed with the SEC on July 31, 2026.

The information contained in this Item 7.01, including Exhibit 99.1 attached hereto, is considered to be "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), or otherwise subject to liability under that Section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended (the "*Securities Act*") or the Exchange Act, except as shall be expressly set forth by specific reference in such filing or document. The Current Report on Form 8-K, including Exhibit 99.1, contains forward-looking statements regarding the Company and includes a cautionary statement identifying important factors that could cause actual results to differ materially from those anticipated.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Supplemental Financial Information of Organon & Co. for the quarterly period ended June 30, 2026.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Organon & Co.

By: /s/ Matthew Walsh

Name: Matthew Walsh

Title: Chief Financial Officer

Dated: July 31, 2026

Supplemental Financial Information

This exhibit provides certain supplemental non-GAAP financial measures for the quarter ended June 30, 2026. As disclosed in the accompanying Current Report on Form 8-K, Organon & Co. (the “Company”) is furnishing this information in lieu of including such supplemental measures in a quarterly earnings release. As referenced below, the Company believes that these supplemental measures assist in understanding its financial performance, but that such measures should not be considered as a substitute for the Company’s financial results prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). Accordingly, these supplemental measures are intended by the Company to accompany, and should be considered together with, the Company’s GAAP financial results and disclosures referenced in this Exhibit, as well as contained in the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2026 that has been filed with the Securities and Exchange Commission on July 31, 2026.

Cautionary Note Regarding Non-GAAP Financial Measures

As discussed above, this exhibit contains “non-GAAP financial measures,” which are financial measures that either exclude or include amounts that are correspondingly not excluded or included in the most directly comparable measures calculated and presented in accordance with GAAP. Specifically, the Company makes use of the non-GAAP financial measures Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Gross Margin, Adjusted Gross Profit, Adjusted net income, Adjusted diluted EPS, Adjusted Selling, general and administrative expenses, and Adjusted Research and development expenses, which are not recognized terms under GAAP and are presented only as a supplement to the Company’s GAAP financial statements. The Company believes that these non-GAAP financial measures, which exclude certain items, help to enhance its ability to meaningfully communicate its underlying business performance, financial condition and results of operations. The Company’s management uses the non-GAAP financial measures described above to evaluate the Company’s performance and to guide operational and financial decision making. However, the presentation of these measures has limitations as an analytical tool and should not be considered in isolation, or as a substitute for the Company’s results as reported under GAAP. Because not all companies use identical calculations, the presentations of these non-GAAP measures may not be comparable to other similarly titled measures of other companies. Please refer to the tables below for reconciliations of the non-GAAP financial measures presented herein to the most directly comparable GAAP measures.

Organon & Co.
Reconciliation of GAAP Reported to Non-GAAP Adjusted Metrics
(Unaudited, $ in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Gross Profit	**$ 847**	**$ 874**	**$ 1,630**	**$ 1,715**
Adjusted for:				
Manufacturing network costs [1]	18	33	39	62
Stock-based compensation	4	4	7	8
Amortization	46	53	93	103
Acquisition-related costs [2]	—	10	7	19
Other	—	9	—	10
Adjusted Non-GAAP Gross Profit	$ 915	$ 983	$ 1,776	$ 1,917

(1) Manufacturing network related costs include costs from exiting manufacturing and supply agreements with Merck & Co., Inc., Rahway NJ, US. For additional details refer to the line item Manufacturing network related in the Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA.
(2) Acquisition-related costs reflect the amortization pertaining to the fair value inventory purchase accounting adjustment for the Dermavant Sciences Ltd. ("Dermavant") transaction. For additional details refer to the Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Gross Margin	**54.4%**	**54.8%**	**54.0%**	**55.2%**
Total impact of Non-GAAP adjustments	4.3%	6.9%	4.8%	6.5%
Adjusted Non-GAAP Gross Margin	58.7%	61.7%	58.8%	61.7%

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Selling, general and administrative expenses	**$ 434**	**$ 453**	**$ 858**	**$ 873**
Adjusted for:				
Stock-based compensation	(16)	(14)	(29)	(30)
Restructuring related charges	—	(4)	—	(10)
Other	(14)	(26)	(27)	(29)
Adjusted Non-GAAP Selling, general and administrative expenses	$ 404	$ 409	$ 802	$ 804

Organon & Co.
Reconciliation of GAAP Reported to Non-GAAP Adjusted Metrics (Continued)
(Unaudited, $ in millions except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Research and development expenses	**$ 90**	**$ 95**	**$ 183**	**$ 191**
Adjusted for:				
Manufacturing network costs [1]	(4)	(3)	(7)	(6)
Stock-based compensation	(5)	(4)	(8)	(8)
Other	—	—	(1)	(1)
Adjusted Non-GAAP Research and development expenses	$ 81	$ 88	$ 167	$ 176

(1) Manufacturing network related costs include costs from exiting manufacturing and supply agreements with Merck & Co., Inc., Rahway NJ, US. For additional details refer to the Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Reported Net Income	**$ 108**	**$ 145**	**$ 254**	**$ 232**
Adjusted for:				
Cost of sales adjustments	68	109	146	202
Selling, general and administrative adjustments	30	44	56	69
Research and development adjustments	9	7	16	15
Jada divestiture	—	—	(81)	—
Restructuring	—	2	31	88
Change in fair value of contingent consideration	9	12	4	23
Other expense (gain), net	22	(45)	19	(41)
Tax impact on adjustments above[1]	(16)	(13)	(27)	(62)
Non-GAAP Adjusted Net Income	$ 230	$ 261	$ 418	$ 526

(1) For the three months ended June 30, 2026 and 2025, the GAAP income tax rates were 41.3% and 37.0%, respectively, and the non-GAAP income tax rates were 28.8% and 27.2%, respectively. For the six months ended June 30, 2026 and 2025, the GAAP income tax rates were 36.0% and 29.8%, respectively, and the non-GAAP income tax rates were 29.0% and 23.4%, respectively. These adjustments represent the estimated tax impacts on the reconciling items by applying the statutory rate and applicable law of the originating territory of the non-GAAP adjustments.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Diluted Earnings per Share	**$ 0.40**	**$ 0.56**	**$ 0.95**	**$ 0.89**
Total impact of Non-GAAP adjustments	0.45	0.44	0.62	1.13
Non-GAAP Adjusted Diluted Earnings per Share	$ 0.85	$ 1.00	$ 1.57	$ 2.02

Organon & Co.
Reconciliation of GAAP Net Income to Non-GAAP Adjusted EBITDA
(Unaudited, $ in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
GAAP Reported Net Income	**$ 108**	**$ 145**	**$ 254**	**$ 232**
Depreciation [(1)]	32	33	70	65
Amortization	46	53	93	103
Interest expense	108	131	219	255
Income tax expense	75	84	142	98
EBITDA (Non-GAAP)	$ 369	$ 446	$ 778	$ 753
Restructuring and related charges	—	6	31	98
Manufacturing network related [(2)]	26	36	53	72
Acquisition-related costs [(3)]	—	10	7	19
Change in contingent consideration	9	12	4	23
Jada divestiture	—	—	(81)	—
Other costs (income)[(4)]	32	(10)	40	(5)
Stock-based compensation	25	22	44	46
Adjusted EBITDA (Non-GAAP)	$ 461	$ 522	$ 876	$ 1,006
Adjusted EBITDA margin (Non-GAAP)	29.6%	32.7%	29.0%	32.4%

(1) Excludes accelerated depreciation included in one-time costs.

(2) Manufacturing network related costs, which include costs of exiting of temporary manufacturing and supply agreements with Merck & Co., Inc., Rahway, NJ, US, reflect accelerated depreciation, exit premiums, technology transfer costs, stability and qualification batch costs, and third-party contractor costs.

(3) Acquisition related costs for the three months ended June 30, 2025 and the six months ended June 30, 2026 and 2025, respectively, reflect the amortization pertaining to the fair value inventory purchase accounting adjustment for the Dermavant transaction.
(4) Other costs for both the three and six months ended June 30, 2026 include $11 million related to the pending transaction with Sun Pharmaceutical Industries Limited.

As the costs described in (1) through (4) above are directly related to the separation of Organon and acquisition related activities and therefore arise from a one-time event outside of the ordinary course of the company's operations, the adjustment of these items provides meaningful, supplemental, information that the company believes will enhance an investor's understanding of the company's ongoing operating performance.