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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 2)\***

**Semnur Pharmaceuticals, Inc.**

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**(Name of Issuer)**

**Common Stock, par value \$0.0001**

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**(Title of Class of Securities)**

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**(CUSIP Number)**

**Henry Ji, CEO and President**  
**960 San Antonio Road,**  
**Palo Alto, CA, 94303**  
**(650) 516-4310**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**06/15/2026**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No.**

Name of reporting person

1

Scilex Holding Company

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

500,000.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8

181,020,112.00

Each Reporting Person

9

Sole Dispositive Power

With: 500,000.00

Shared Dispositive Power

10

181,020,112.00

Aggregate amount beneficially owned by each reporting person

11 181,520,112.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 78.85 %

Type of Reporting Person (See Instructions)

14 HC

**Comment for Type of Reporting Person:** Note to Rows 7 and 9: Comprised of the following shares of common stock, par value \$0.0001 per share ("Common Stock"), of Semnur Pharmaceuticals, Inc. (f/k/a Denali Capital Acquisition Corp.) (the "Issuer"): (i) 542,361 shares issued pursuant to the Business Combination (as defined below) upon the exchange of 5,423,606 shares of Series A Preferred Stock of Old Semnur (as defined below), (ii) 500,000 shares purchased by SHC (as defined below) prior to the Business Combination, and (iii) 12,488 shares issued upon conversion of the SHC Convertible Promissory Note (as defined below) upon the consummation of the Business Combination. Subsequent to the consummation of the Business Combination, SHC transferred 554,849 shares of the Issuer's Common Stock to a third party. The beneficial ownership reported in these rows does not reflect the 5,423,606 shares of Series A Preferred Stock, par value \$0.0001 per share, of the Issuer ("Series A Preferred Stock") held by SHC, representing 100% of the outstanding shares of Series A Preferred Stock, which are entitled to vote, together with the holders of Common Stock, and not separately as a class, on an as converted to Common Stock basis on all matters on which the holders of shares of Common Stock have the right to vote (with the number of votes being determined by dividing the stated value (as determined under the Issuer's Certificate of Designations of Series A Preferred Stock, filed with the Delaware Secretary of State on September 22, 2025 (the "Certificate of Designations")) by \$10.00) because such shares of Series A Preferred Stock are not convertible into Common Stock. Note to Rows 8 and 10: Comprised of (i) 174,770,112 shares of Common Stock held by Scilex, Inc., a wholly owned subsidiary of Scilex Holding Company ("SHC") and (ii) 6,250,000 shares of Common Stock held by Scilex Bio, Inc., a majority owned subsidiary of SHC, each of which entities share voting and dispositive power over the shares held by it with SHC. Note to Row 11: Comprised of the shares of Common Stock referenced in Rows 7 through 10. Note to Row 13: Percent of class beneficially owned is calculated based on 230,209,142 shares of Common Stock outstanding as of April 25, 2026 as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 13, 2026. The aggregate voting power of the shares of Common Stock beneficially owned by SHC and referenced in rows 7 through 10 together with 5,423,606 shares of Series A Preferred Stock held by SHC represent 79.34% of total voting power of the Issuer based on 230,209,142 shares of Common Stock and 5,423,606 shares of Series A Preferred Stock outstanding as of April 25, 2026.

CUSIP No.

Name of reporting person

1

Scilex, Inc.

Check the appropriate box if a member of a Group (See Instructions)

2

- (a)  
 (b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

Owned by

174,770,112.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

174,770,112.00

Aggregate amount beneficially owned by each reporting person

11

174,770,112.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

75.92 %

Type of Reporting Person (See Instructions)

14

CO

**Comment** Note to Rows 8 and 10: Comprised of 174,770,112 shares of Common Stock held by Scilex, Inc., a wholly owned subsidiary of SHC, with which it shares voting and dispositive power over these shares. Note to Row 13: Percent of class beneficially owned is calculated based on 230,209,142 shares of Common Stock outstanding as of April 25, 2026 as reported in the Issuer's Quarterly Report on Form 10-Q filed on May 13, 2026.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.0001

Name of Issuer:

(b)

Semnur Pharmaceuticals, Inc.

(c)

Address of Issuer's Principal Executive Offices:

960 San Antonio Road, Palo Alto, CALIFORNIA , 94303.

**Item 1** EXPLANATORY NOTE: This Amendment No. 2 (this "Amendment") to the Schedule 13D (the "Initial 13D")  
**Comment:** relating to Semnur Pharmaceuticals, Inc. (the "Issuer"), filed by the Reporting Persons identified herein with the Securities and Exchange Commission (the "SEC") on September 26, 2025, as amended by Amendment No. 1 to the Initial 13D filed on October 14, 2025 (such amendment together with the Initial 13D, the "Schedule 13D"), amends and supplements certain of the items set forth therein.

**Item 4.** Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented as follows: On June 15, 2026, SHC and/or its subsidiaries distributed 7,034,737 shares of the Issuer's Common Stock as a dividend to holders of Scilex common stock and other eligible equity securities as of the record date of June 1, 2026 in connection with SHC's board-approved dividend declared on May 22, 2026.

**Item 5.** Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby supplemented as follows: Each of the Reporting Persons is deemed to be the beneficial owner of 174,770,112.00 shares of Common Stock held directly by Scilex, Inc. Additionally, SHC is deemed to be the beneficial owner of an additional 6,750,000 shares of Common Stock comprised of: (i) 500,000 shares of Common Stock held by SHC and (ii) 6,250,000 shares of Common Stock held by Scilex Bio.

(a) The information contained in rows 7 through 10 on the cover page of this Schedule 13D for each Reporting Person is incorporated herein by reference in its entirety.

(b) Except as set forth in Item 4 hereof, none of the Reporting Persons has effected any transactions in the Common Stock in the sixty days preceding the filing of this Amendment.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Scilex Holding Company

Signature: /s/ Henry Ji

Name/Title: Henry Ji, CEO and President

Date: 06/26/2026

Scilex, Inc.

Signature: /s/ Henry Ji

Name/Title: Henry Ji, CEO

Date: 06/26/2026