

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): **April 1, 2020**

**NEXGEL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-56066**

(Commission File Number)

**26-4042544**

(IRS Employer  
Identification No.)

**2150 Cabot Boulevard West, Suite B  
Langhorne, Pennsylvania**

(Address of principal executive offices)

**19067**

(Zip Code)

Registrant's telephone number, including area code: **(215) 702-8550**

(Former name or former address, if changed since last report)

**Not Applicable**

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: None

**Title of each class**

**Trading  
Symbol(s)**

**Name of each exchange on which registered**

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 April 1, 2020, Dr. Jerome B. Zeldis was appointed to the board of directors of NexGel, Inc. (the “Company”) to serve for a term expiring at the next annual meeting of stockholders or until his successor is duly elected and qualified. Dr. Zeldis has not been appointed to any committees of the board of directors. Dr. Zeldis will also be appointed as the Chairman of the Company’s Scientific Advisory Board and enter into a consulting agreement with the Company whereby he would receive a monthly fee of \$10,000 for a period of up to fourteen months. However, at the time of this filing, the terms of such consulting agreement have not been finalized. Once such terms are finalized, the Company will make additional public disclosure. Dr. Zeldis participated in the Company’s recently announced private placement by purchasing 2,500,000 shares of the Company’s common stock, par value \$0.001, at a price per share equal to \$0.04. Except as described herein, (i) no compensation or other arrangements were entered into between the Company and Dr. Zeldis in connection with his appointment as a director of the Company and (ii) there are no transactions between the Company and Dr. Zeldis or his immediate family members requiring disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

**Item 8.01 Other Events.**

On April 1, 2020, the Company issued a press release regarding the appointment of Dr. Zeldis to the Company’s board of directors. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press release of NexGel, Inc. issued on April 1, 2020.</a>

**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.

Date: April 3, 2020

**NEXGEL, INC.**

By: /s/ Adam Levy  
Adam Levy  
Chief Executive Officer

**NEXGEL, Inc. Announces the Appointment of Dr. Jerome Zeldis its Board of Directors**

NEXGEL, Inc. (“NEXGEL” or the “Company”), an innovative Company developing ultra-gentle, high-water content E-beam hydrogels with a focus on the Consumer OTC, Rx, Medical Device and Cosmetic markets, today announced that Dr. Jerome B. Zeldis has joined NEXGEL’s Board of Directors and will also become Chairman of the Company’s Scientific Advisory Board. Dr. Zeldis will participate and advise on the Company’s clinical and over-the-counter commercial development of new products created from NEXGEL’s hydrogel technology.

“Since NEXGEL acquired this asset, much has been accomplished. I am happy to help participate in this promising suite of products and look forward to develop and maximize the potential of its hydrogel technology,” stated Dr. Jerome Zeldis.

“We are very fortunate to have Dr. Zeldis working with us. His clinical and developmental skills will be an enormous asset to the company. I look forward to working with him and am excited to see what we can develop and accomplish,” commented Adam Levy, NEXGEL’s Chief Executive Officer.

Dr. Jerome B. Zeldis was Chief Medical Officer and President of Clinical Research, Regulatory, and Safety at Sorrento Therapeutics. He was Chief Executive Officer of Celgene Global Health and Chief Medical Officer of Celgene Corporation. Prior to that he was Celgene’s Senior Vice President of Clinical Research and Medical Affairs and had been at Celgene since February, 1997 before joining Sorrento. He attended Brown University for an A.B., M.S., followed by Yale University for an M.Phil., M.D., Ph.D. in Molecular Biophysics and Biochemistry (immunochemistry). Dr. Zeldis trained in Internal Medicine at the UCLA Center for the Health Sciences and Gastroenterology at the Massachusetts General Hospital and Harvard Medical School. He has been a board member of several start-up biotechnology companies and is currently on the board of the PTC Corporation (PTCT), Soligenix, Trek Therapeutics and Bionor Pharma. He has published 122 peer reviewed articles and created 43 US patents.

**About NEXGEL, Inc.**

NEXGEL Advanced Hydrogel Solutions manufactures a unique trans-dermal technology that was originally developed and FDA-approved for the Hospital Wound Care market and now is being deployed against Consumer OTC, Rx, Medical Device and Cosmetic applications. NEXGEL’s suite of ultra-gentle, high-water content E-beam hydrogels offer a compelling ingredient delivery system with an exceptional consumer experience.

**Forward Looking Statements**

This press release contains certain forward-looking statements, including those relating to the Company’s product development, market opportunity, competitive position, possible or assumed future results of operations, business strategies, potential growth opportunities and other statements that are predictive in nature. Additional written and oral forward-looking statements may be made by the Company from time to time in filings with the Securities and Exchange Commission (SEC) or otherwise. The Private Securities Litigation Reform Act of 1995 provides a safe-harbor for forward-looking statements. These statements may be identified by the use of forward-looking expressions, including, but not limited to, “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “potential,” “predict,” “project,” “should,” “would” and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company’s filings with the SEC. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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