

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person STEIN NACHUM		2. Issuer Name and Ticker or Trading Symbol NEXGEL, INC. [NONE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) C/O NEXGEL, INC., 2150 CABOT BLVD, WEST, SUITE B		3. Date of Earliest Transaction (Month/Day/Year) 02/17/2020			
(Street) LANGHORNE, PA 19047		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/29/2020		J	(1)	3,187,500	A	\$ 0.04 (1)	4,822,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option to Purchase Common Stock	\$ 0.014 (2) (3)	02/17/2020		A	(1)	2,857,141 (2) (3)		(2)(3)	02/17/2030	Common Stock 2,857,141 (2) (3)	(2) (3)	2,857,141 (2) (3)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEIN NACHUM C/O NEXGEL, INC. 2150 CABOT BLVD, WEST, SUITE B LANGHORNE, PA 19047	X			

Signatures

/s/ Nachum Stein	06/09/2020
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On May 29, 2020, the Reporting Person received 3,187,500 shares of the Issuer's common stock as a result of the Issuer's purchase of all of the membership interests of Sport Defense LLC (1) ("Sport Defense"). The Reporting Person was a member of Sport Defense and the Sport Defense acquisition is more fully described in the Current Report on Form 8-K which the Issuer filed with the Securities and Exchange Commission on May 29, 2020. All 3,187,500 shares of common stock are "restricted securities" as defined by the Securities Act of 1933, as amended.

- On February 17, 2020 and consideration for the Reporting Person's service on the Issuer's Board of Directors (the "Board"), the Issuer granted to the Reporting Person two annual awards of stock options equal to \$40,000 of the Issuer's common stock, granted under the Issuer 2019 Long-Term Incentive Plan (the "Incentive Plan"), with (i) the first grant being the right to purchase up to
- (2) 2,857,141 shares of the Issuer's common stock at a per share exercise price of \$0.014 with one-half of such option vesting on March 31, 2020 and the remaining one-half vesting in equal installments on June 30, 2020 and September 30, 2020, respectively, and with an acceleration of any unvested options upon the departure of the Reporting Person from the Board for any reason and
- (ii) the second grant being the right to purchase up to a number of shares of the Issuer's common stock equal to \$40,000 divided by the Fair Market Value (as defined in the Incentive Plan) of the Issuer's common stock as of October 10, 2020 at a per share exercise price equal to Fair Market Value of the Issuer's common stock as of October 10, 2020 with one-fourth of such option vesting
- (3) on each of December 31, 2020, March 31, 2021, June 30, 2021 and September 30, 2021, respectively, and with an acceleration of any unvested options upon the departure of the Reporting Person from the Board for any reason. This award was reported in the Issuer's Form 10-Q for the period ended March 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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