

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): **November 29, 2021**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 29, 2021, NexGel, Inc., a Delaware corporation (the "**Company**"), filed an amendment to its Amended and Restated Certificate of Incorporation (the "**Amendment**") to effect a 1-for-35 reverse stock split, such that every 35 shares of the Company's common stock was combined and reclassified into a single share of common stock (the "**Reverse Stock Split**"). Additionally, the per share exercise price of and number of shares of the Company's common stock underlying the Company's outstanding equity awards and warrants was automatically proportionally adjusted based on the 1-for-35 Reverse Stock Split ratio. No fractional shares of common stock were issued in connection with the Reverse Stock Split, and all such fractional interests were rounded up to the nearest whole number. The Reverse Stock Split was effective immediately upon the filing of the Amendment with the Secretary of State of the State of Delaware. Holders of more than a majority of the Company's outstanding shares of common stock previously approved the Reverse Stock Split via written consent on February 10, 2020 as more fully described in the Company's Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on March 16, 2020.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
No.** **Description**

[3.1](#) [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of NexGel, Inc. \(incorporated by reference to Exhibit 3.6 to Form S-1 filed with the SEC on December 2, 2021\).](#)

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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: December 3, 2021

NEXGEL, INC.

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