# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

the Registrant ⊠ Filed by a Party other than the Registrant □
he appropriate box:
Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12
NexGel, Inc.  (Name of Registrant as Specified In Its Charter)  (Name of Person(s) Filing Proxy Statement, if other than the Registrant)
at of Filing Fee (Check the appropriate box):
No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total fee paid:
Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount previously paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing party:
(4) Date Filed:



NEXGEL, INC.

2022 Annual Meeting Vote by August 29, 2022 11:59 PM ET



D89176-P78642

#### You invested in NEXGEL, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on August 30, 2022.

#### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 16, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

#### **Smartphone users**

Point your camera here and vote without entering a control number





### Vote in Person at the Meeting\*

August 30, 2022 10:00 a.m., Eastern Time

2150 Cabot Blvd West, Suite B Langhorne, Pennsylvania 19047

<sup>\*</sup>Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Vo	ting Items	Recommends		
1.	Election of Directors  Nominees:  01) Adam Levy 05) Nachum Stein 02) Steven Glassman 06) Miranda J. Toledano 03) Yaakov Spinrad 07) Dr. Jerome B. Zeldis, M.D., Ph.D.	<b>⊘</b> For		
2.	Proposal to approve an amendment to our Restated Certificate of Incorporation (the "Charter"), in substantially the form attached to the proxy statement as <u>Annex A</u> , reduce the total number of authorized shares of our common stock, par value \$0.001 per share, each from 750,000,000 to 25,000,000;	<b>⊘</b> For		
3.	Advisory vote on the compensation of the Company's named executive officers as disclosed in the Proxy Statement accompanying this notice;	For		
4.	Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers;	3 Years		
5.	Ratification of the appointment of Turner, Stone & Company, L.L.P. as the Company's independent registered public accounting firm for the 2022 fiscal year.	For		
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.				
	Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".			