

**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): **January 9, 2024**

NEXGEL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-41173

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	NXGL	The Nasdaq Capital Market LLC
Warrants to Purchase Common Stock	NXGLW	The Nasdaq Capital Market LLC

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 January 9, 2024, Miranda J. Toledano notified NexGel, Inc. (the “*Company*”) of her intent to resign as a member of the Company’s Board of Directors (the “*Board*”) effective as of March 31, 2024. Ms. Toledano is the Chairperson of the Board’s Audit Committee and a member of Nominating and Corporate Governance Committee. The Company wishes to thank Ms. Toledano for her dedicated and important service as a member of the Board. The Company intends to replace Mr. Toledano on both the Audit Committee and the Nominating and Corporate Governance Committee with other members of the Board who qualify as “independent” (as defined by the applicable rules and statutes) effective April 1, 2024.

Ms. Toledano’s resignation is not as a result of any disagreement with the Company or any of its subsidiaries on any matters related to their operation, policies or practices. A copy of Mr. Toledano’s resignation letter dated January 9, 2024 is attached hereto as Exhibit 17.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
17.1	Resignation letter of Miranda J. Toledano dated January 9, 2024
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: January 16, 2024

NEXGEL, INC.

By: /s/ Adam Levy

Adam Levy
Chief Executive Officer

January 9, 2024

NexGel, Inc.
2150 Cabot Boulevard West
Suite B
Langhorne, Pennsylvania 19067

RE: Resignation from NexGel, Inc.

Dear Board of Directors:

Effective as of March 31, 2024, I hereby resign as a member of the Board of Directors (the "Board") of NexGel, Inc. (the "Company"), including as a member of any and all committees of the Board of Director on which I serve.

My resignation is not a result of any disagreement with the Company or any of its subsidiaries on any matters related to their operation, policies or practices.

I wish the Company my best as it continues to pursue its business plan and strategic objectives.

Sincerely,

/s/ Miranda J. Toledano

Miranda J. Toledano
