

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 29, 2026**

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) | | 19047 (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.

January 29, 2026, Nachum Stein notified NexGel, Inc. (the “**Company**”) of his intent to resign as a member of the Company’s Board of Directors (the “**Board**”) effective as of February 2, 2026 to lighten his schedule and give attention to other business ventures. Mr. Stein is the Chairperson of the Board’s Compensation Committee. The Company wishes to thank Mr. Stein for his dedicated and important service as a member of the Board.

Mr. Stein’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. Stein’s resignation letter dated January 29, 2026 is attached hereto as Exhibit 17.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

| | |
|------|---|
| 17.1 | Resignation letter of Nachum Stein dated January 29, 2026 |
| 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 30, 2026

NEXGEL, INC.

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

January 29, 2026

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

RE: Resignation from NexGel, Inc.

Dear Board of Directors:

Effective as of February 2, 2026, 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.

I am leaving my position on the Board to lighten my schedule and give attention to other business ventures. I am grateful for the opportunity to serve and look forward to staying in touch as a supportive stockholder and the Company's continued success.

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.

Sincerely,

/s/Nachum Stein

Nachum Stein
