

**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): **October 7, 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: None

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 3.03 Material Modification to Rights of Security Holders.

The information set forth under Item 5.03 below is incorporated by reference into this Item 3.03.

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

As previously disclosed, at a Special Meeting of Stockholders of NexGel, Inc. (the “**Company**”) held on September 23, 2026, the Company’s stockholders approved, among other things, a proposal granting the Company’s Board of Directors (the “**Board**”) discretionary authority to effect a reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (“**Common Stock**”), at a ratio of not less than 1-for-2 and not more than 1-for-20, with the exact ratio and timing to be determined by the Board in its sole discretion within one year of stockholder approval.

The Board has determined to effect the reverse stock split at a ratio of 1-for-20 (the “**Reverse Stock Split**”). On October 7, 2026, the Company filed a Certificate of Amendment (the “**Certificate of Amendment**”) to its Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect the Reverse Stock Split. The Reverse Stock Split will become effective at 12:01 a.m., Eastern Time, on October 12, 2026 (the “**Split Effective Time**”), pursuant to the terms of the Certificate of Amendment.

At the Split Effective Time, every twenty (20) shares of Common Stock issued and outstanding immediately prior to the Split Effective Time will automatically, and without any action on the part of the holders thereof, be combined and reclassified into one (1) validly issued, fully paid and non-assessable share of Common Stock. The par value of the Common Stock will remain \$0.001 per share, and the Reverse Stock Split will not change the number of shares of capital stock the Company is authorized to issue.

No fractional shares of Common Stock will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share of Common Stock as a result of the Reverse Stock Split will instead receive one whole share of Common Stock in lieu of such fractional share (i.e., each fractional share resulting from the Reverse Stock Split will be rounded up to the nearest whole share). No stockholders will receive cash in lieu of fractional shares.

Proportional adjustments will be made to the number of shares of Common Stock issuable upon the exercise or conversion of the Company's outstanding equity awards, convertible preferred stock, warrants and other convertible or exercisable securities, and to the exercise, conversion or purchase prices thereof, in each case in accordance with the terms of the applicable award or security.

Following the Split Effective Time, the Company's Common Stock will continue to be listed on The Nasdaq Capital Market under the symbol "NXGL," but will trade under a new CUSIP number, 65344E 206.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation, as amended, of NexGel, Inc., filed with the Secretary of State of the State of Delaware on October 7, 2026</u>
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: October 7, 2026

NEXGEL, INC.

By: /s/ Brian J. Kieser
Brian J. Kieser
Interim Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
NEXGEL, INC.**

NexGel, Inc. (the “**Corporation**”), a corporation duly organized and existing under the laws of the State of Delaware, by its duly authorized officer, does hereby certify that:

1. The Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware an amendment of the Corporation’s Amended and Restated Certificate of Incorporation, as amended (the “**Restated Certificate**”), to effect the reverse stock split described below and (ii) declaring such amendment to be advisable and in the best interest of the Corporation.

2. Upon this Certificate of Amendment becoming effective, a new paragraph E is added to Article IV of the Restated Certificate as follows:

“E. Effective at 12:01 a.m., Eastern Time, on October 12, 2026 (the “**Effective Time**”), each twenty (20) shares of the Corporation’s common stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time (the “**Old Common Stock**”) (including the number of shares of common stock issuable upon exercise or conversion of all issued and outstanding options, warrants and convertible securities of every kind, including all options, shares outstanding and authorized for issuance under the Corporation’s equity incentive plans), will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of common stock, par value \$0.001 per share (the “**New Common Stock**”) (and such combination and reclassification, the “**Reverse Stock Split**”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued in connection with the Reverse Stock Split. Each holder of Old Common Stock who would otherwise be entitled to a fractional share of New Common Stock as a result of the Reverse Stock Split shall instead be entitled to receive one (1) whole share of New Common Stock in lieu of such fractional share (i.e., each fractional share shall be rounded up to the nearest whole share). The Reverse Stock Split shall not change the par value of the New Common Stock or the number of authorized shares of common stock or preferred stock of the Corporation.”

3. This Certificate of Amendment has been duly approved by the Board of Directors and stockholders of the Corporation in accordance with Sections 141(f), 222 and 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall become effective at 12:01 a.m., Eastern Time, on October 12, 2026.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer this 7th day of October, 2026.

NEXGEL, INC.

By: /s/ Brian J. Kieser
Name: Brian J. Kieser
Title: Interim Chief Executive Officer
