# 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 12, 2026**

# NEXGEL, INC.

(Exact name of registrant as specified in its charter)

| **Delaware** | **001-41173** | **26-4042544** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| **2150 Cabot Boulevard West, Suite B Langhorne, Pennsylvania** | **19047** |
|---|---|
| (Address of principal executive offices) | (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 November 12, 2026, the Board of Directors (the "***Board***") of NexGel, Inc.,, a Delaware company (the "***Company***"), elected Aviv Argaman as a director, effective immediately, to serve until the Company's next annual meeting of stockholders and until his successor is elected and qualified. The Board has determined that Mr. Argaman is an independent director under the Nasdaq Listing Rules. On November 18, 2026, the Board also appointed Mr. Argaman to the special committee of the Board described in Item 8.01. There is no arrangement or understanding between Mr. Argaman and any other person under which he was selected as a director, and there are no family relationships between Mr. Argaman and any director or executive officer of the Company.

Mr. Argaman, age 36, has been a full-time professional investor since 2021. Since 2024, he has been the founder and manager of Asymmetry Point Capital LLC, an investment firm that serves as the general partner and investment manager of Asymmetry Point LP, a Delaware limited partnership ("***Asymmetry Point***"), and its feeder fund, Asymmetry Point CF I. From 2022 to 2024, he founded and managed Asymmetry Point Capital Ltd., an Israeli investment firm. Before 2021, he worked in engineering and management consulting. He holds a double B.Sc. in Electrical Engineering and Physics from the Technion, Israel Institute of Technology.

As previously reported in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on November 12, 2026 (the "***Prior Form 8-K***"), on November 10, 2026, the Company entered into a Securities Purchase Agreement for a private placement (the "***New Capital Financing***") of its common stock, par value $0.001 per share ("***Common Stock***"), and warrants. On the same date, the Company entered into Note Amendment and Conversion Agreements (the "***Conversion Agreements***") with holders (the "***Holders***") of its convertible promissory notes issued in 2026 (the "***Notes***"). Under the Conversion Agreements, the Notes will convert into Common Stock at a closing (the "***Conversion Closing***") that will occur only upon, and subject to, the completion of a proposed business combination between the Company and Fountainhead LifeSciences and its affiliates, including Sequence LifeScience, Inc. and NVISION Biomedical Technologies, Inc. (the "***Merger***"), and the other conditions described in the Prior Form 8-K. The Company has not entered into a definitive agreement for the Merger. Share and per-share amounts in this report give effect to the 1-for-20

reverse stock split effective October 12, 2026.

Mr. Argaman has an indirect interest, through Asymmetry Point, in the following transactions with the Company since January 1, 2025. Asymmetry Point purchased $2.0 million aggregate principal amount of the Notes in the Company's private placements of Notes in 2026 (issued on April 17, 2026 and July 2, 2026), on the same terms as the other investors, including 10% interest, five-year warrants issued with the Notes (the "***Existing Note Warrants***") exercisable for 41,667 shares of Common Stock at an exercise price of $16.00 per share, and registration rights.

Asymmetry Point is a Holder and a party to one of the Conversion Agreements, on the same terms as the other Holders. Under it, Asymmetry Point irrevocably elected to convert its Notes into 363,636 shares of Common Stock at $5.50 per share and to receive approximately 5,868 shares of Common Stock for interest accrued through September 30, 2026, in each case only upon completion of the Merger and the other conditions to the Conversion Closing described in the Prior Form 8-K. The exercise price of its Existing Note Warrants was reduced to $13.00 per share, and the warrants will be surrendered at the Conversion Closing unless Asymmetry Point funds its full pro rata share of the New Capital Financing. Asymmetry Point also gave the consents, waivers, forbearance and voting agreement described in the Prior Form 8-K. Asymmetry Point did not participate in the New Capital Financing.

Mr. Argaman will receive the Company's standard non-employee director compensation, which has not yet been determined.

**Item 8.01. Other Events.**

On November 18, 2026, the Board established a special committee of independent directors (the "***Special Committee***") consisting of Steve Ciardiello (Chair), Jerome Zeldis and Aviv Argaman, to evaluate and negotiate the proposed Merger and make recommendations to the Board, with customary authority to retain independent legal and financial advisors. The Board has determined that each member of the Special Committee is independent under the Nasdaq Listing Rules. Each member of the Special Committee other than Mr. Zeldis holds Notes (in the case of Mr. Argaman, through Asymmetry Point, as described in Item 5.02), which would automatically convert into Common Stock if the Merger is completed, as described in the Prior Form 8-K.

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**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: November 18, 2026

**NEXGEL, INC**.

By: */s/ Brian Kieser*
Brian Kieser
Interim Chief Executive Officer

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