

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): June 30, 2026

CINGULATE INC.

(Exact name of registrant as specified in its charter)

Delaware	001-40874	86-3825535
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1901 W. 47th Place
Kansas City, KS 66205
(Address of principal executive offices) (Zip Code)

(913) 942-2300
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- ☐ 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 exchange on which registered
Common Stock, par value \$0.0001 per share	CING	The Nasdaq Stock Market LLC (Nasdaq Capital Market)
Warrants, exercisable for common stock	CINGW	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 June 30, 2026, Cingulate Therapeutics LLC (“CTx”), a wholly owned subsidiary of Cingulate Inc. (the “Company”), entered into an amendment (the “Amendment”) to the Employment Agreement between Matthew N. Brams, Executive Vice President and Chief Medical Officer, and CTx, effective January 1, 2026. Pursuant to the Amendment, the Trial Period for Mr. Brams’ full-time employment was extended from June 30, 2026 to September 30, 2026.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 7.01. Regulation FD Disclosure.

On July 2, 2026, the Company issued a press release announcing its selection for membership in the Russell 3000E® Index. A copy of the press release is furnished as Exhibits 99.1 to this Current Report on Form 8-K.

The information set forth under this Item 7.01, including Exhibits 99.1, of this Current Report on Form 8-K is not deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall this Item 7.01 and Exhibit 99.1 be incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such future filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Amendment to Employment Agreement, effective June 30, 2026, between Cingulate Therapeutics, LLC and Matthew N. Brams
99.1	Press Release, dated July 2, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

CINGULATE INC.

Dated: July 2, 2026

By: /s/ Shane J. Schaffer
Name: Shane J. Schaffer
Title: Chief Executive Officer

AMENDMENT TO EMPLOYMENT AGREEMENT

This AMENDMENT is made and effective as of June 30, 2026 by and between **CINGULATE THERAPEUTICS LLC**, a Delaware Limited Liability Company, whose principal address is 1901 W. 47th Place, 3rd Floor, Kansas City, KS 66205 (the “Company”) and **MATTHEW N. BRAMS**, whose address is 550 Westcott St., #520, Houston, TX 77077, (the “Employee”). (The Company and the Executive hereinafter sometimes referred to as the “Parties”).

WITNESSETH:

WHEREAS, the Parties are subject to an Employment Agreement, effective January 1, 2026 (the “Employment Agreement”); and

WHEREAS, the Company desires to extend the Trial Period (as defined in the Employment Agreement) through September 30, 2026.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

The following amendments are made to the Employment Agreement;

Part 1: Section 3(a) Base Salary is revised to read as follows:

Base Salary. The Executive’s annual base salary shall be in the amount of Four Hundred Thousand (\$400,000.00) Dollars (based upon Full-Time one hundred percent (100%) effort to the Company) starting January 1, 2026, and continuing through September 30, 2026 (the “Trial Period”). At the conclusion of the Trial Period, the Company will decide whether to maintain Executive in a Full-Time role or return the Executive to a Part-Time role (at a lower annual base salary), such decision to be in the CEO’s sole and complete discretion. The Executive’s base salary shall be reviewed annually by the Board in consultation with the Company’s annual budget, and the Board may, but shall not be required to, alter the base salary. The base salary in effect at any given time is referred to herein as “Base Salary.” The Base Salary shall be payable in a manner that is consistent with the Company’s usual payroll practices for senior executives.

Part 2: All other provisions of the Employment Agreement remain unchanged.

[Signature page follows]

IN WITNESS WHEREOF, the Parties have executed this Amendment effective on the date and year first above written.

CINGULATE THERAPEUTICS LLC

/s/ Shane J. Schaffer

SHANE J. SCHAFFER, Chief Executive Officer

/s/ Matthew N. Brams

MATTHEW N. BRAMS, Chief Medical Officer

Cingulate Inc. (NASDAQ: CING) Added to Russell 3000E®*CEO Shane Schaffer: Inclusion Demonstrates Continued Growth and Enhanced Visibility Among Institutional Investors*

KANSAS CITY, Kan., July 2, 2026 — Cingulate Inc. (NASDAQ: CING), a biopharmaceutical company utilizing its proprietary Precision Timed Release™ (PTR™) drug delivery platform technology to build and advance a pipeline of next-generation pharmaceutical products, today announced it has been added to the Russell 3000E® Index.

“Being added to the Russell 3000E® Index is a significant achievement that underscores Cingulate’s continued evolution as a public company,” said Cingulate CEO Shane J. Schaffer. “We believe this inclusion will enhance our visibility with institutional investors, expand market awareness, and further position the company for long-term growth. As we advance CTx-1301, our lead ADHD product candidate, and continue developing our Precision Timed Release™ (PTR™) platform, we remain committed to executing our strategy while creating lasting value for patients and shareholders alike.”

Russell US Indexes serve as leading benchmarks for institutional investors. The modular index construction allows investors to track current and historical market performance by specific market segment or investment style. The Russell 3000E Index measures the performance of approximately 4,000 of the largest investable US equities. All Russell Indexes are fully reconstituted each June to ensure they accurately reflect their targeted market segments and will be subject to semi-annual reconstitution beginning in December 2026.

About Attention Deficit/Hyperactivity Disorder (ADHD)

ADHD is a chronic neurobiological and developmental disorder that affects millions of children and often continues into adulthood. The estimated market size of the US ADHD market is approximately 100 million annual prescriptions. The condition is marked by an ongoing pattern of inattention and/or hyperactivity-impulsivity that interferes with functioning or development. In the U.S., over 20 million patients have been diagnosed with ADHD. Among this group, 12 million are adults and over 8 million are under the age of 17. **According to the CDC**, just 53.6 percent of all children and teens with ADHD reported they were actively treating their symptoms with medication in 2022, with 65-90 percent demonstrating clinical ADHD symptoms that persist into adulthood. Current market trends demonstrate that adult ADHD prevalence is larger and growing faster than the child and adolescent segments combined.

About CTx-1301

CTx-1301 (dexamethylphenidate HCl) is a once-daily, multi-core tablet utilizing Cingulate’s proprietary Precision Timed Release™ (PTR™) platform to deliver three precisely timed releases of active medication across the day. This design aims to provide rapid onset of effect and entire active-day duration. CTx-1301 is being evaluated for the treatment of ADHD under the FDA’s 505(b)(2) pathway.

About Precision Timed Release™ (PTR™) Platform Technology

Cingulate is developing ADHD and anxiety disorder product candidates capable of achieving true once-daily dosing using Cingulate's innovative PTR drug delivery platform technology. It incorporates a proprietary Erosion Barrier Layer (EBL) providing control of drug release at precise, pre-defined times with no release of drug prior to the intended release. The EBL technology is enrobed around a drug-containing core to give a tablet-in-tablet dose form. It is designed to erode at a controlled rate until eventually the drug is released from the core tablet. The EBL formulation, Oralogik™, is licensed from BDD Pharma. Cingulate intends to utilize its PTR technology to expand and augment its clinical-stage pipeline by identifying and developing additional product candidates in other therapeutic areas in addition to Anxiety and ADHD where one or more active pharmaceutical ingredients need to be delivered several times a day at specific, predefined time intervals and released in a manner that would offer significant improvement over existing therapies. To see Cingulate's PTR Platform, click [here](#).

About Cingulate Inc.

Cingulate Inc. (NASDAQ: CING), is a biopharmaceutical company utilizing its proprietary PTR drug delivery platform technology to build and advance a pipeline of next-generation pharmaceutical products, designed to improve the lives of patients suffering from frequently diagnosed conditions characterized by burdensome daily dosing regimens and suboptimal treatment outcomes. With an initial focus on the treatment of ADHD, Cingulate is identifying and evaluating additional therapeutic areas where PTR technology may be employed to develop future product candidates, including to treat anxiety disorders. Cingulate is headquartered in Kansas City. For more information, visit [Cingulate.com](https://www.cingulate.com).

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include all statements, other than statements of historical fact, regarding our current views and assumptions with respect to future events regarding our business, including statements with respect to our plans, assumptions, expectations, beliefs and objectives with respect to product development, clinical studies, clinical and regulatory timelines, market opportunity, competitive position, business strategies, potential growth opportunities and other statements that are predictive in nature. Specifically, these statements include, but are not limited to, the anticipated benefits of the Company's inclusion in the Russell 3000E® Index, including expectations regarding increased visibility among institutional investors, expanded market awareness, and long-term growth opportunities. These statements are generally identified by the use of such words as "may," "could," "should," "would," "believe," "anticipate," "forecast," "estimate," "expect," "intend," "plan," "continue," "outlook," "will," "potential" and similar statements of a future or forward-looking nature. Readers are cautioned that any forward-looking information provided by us or on our behalf is not a guarantee of future performance. Actual results may differ materially from those contained in these forward-looking statements as a result of various factors disclosed in our filings with the Securities and Exchange Commission (SEC), including the "Risk Factors" section of our Annual Report on Form 10-K filed with the SEC on March 18, 2026 and our other filings with the SEC. All forward-looking statements speak only as of the date on which they are made, and we undertake no duty to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent required by law.

Investor & Media Relations:

Thomas Dalton
Vice President, Corporate and Government Relations, Cingulate
tdalton@cingulate.com
(480) 529-5434
