

**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): **July 9, 2026**

CINGULATE INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

001-40874
*(Commission
File Number)*

86-3825535
*(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.

Equity Plan Amendment

At the Cingulate Inc. (the “Company”) 2026 Annual Meeting of Stockholders held on July 9, 2026 (the “Annual Meeting”), the Company’s stockholders approved Amendment No. 3 to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan (the “Equity Plan”) to increase the number of shares of common stock authorized for issuance thereunder by 625,000 shares (the “Amendment”). The board of directors of the Company had previously approved the Amendment, subject to stockholder approval, and the Amendment became effective upon such stockholder approval.

A copy of the Amendment is included with this Form 8-K as Exhibit 10.1 and is incorporated herein by reference, and the foregoing summary is qualified in its entirety by reference to the terms and provisions of the Amendment.

Changes to Board Structure

On the date of the Annual Meeting, the Company’s Board of Directors (the “Board”) reduced the size of the Board to five (5) directors and appointed Shane Schaffer, the Company’s Chief Executive Officer, as the chairman of the Board. The Board appointed Jeff Hargroves as the lead independent director of the Board.

The Board also appointed Zhanpeng “Frederick” Jiang as the chairman of the Audit Committee of the Board and Mr. Hargroves as the chairman of the Nominating and Corporate Governance Committee of the Board. Following the Annual Meeting: (i) the Audit Committee of the Board consists of Mr. Jiang , as chairman, Mr. Hargroves and Bryan Lawrence, (ii) the Nominating and Corporate Governance Committee of the Board consists of Mr. Hargroves, as chairman, Mr. Jiang and Mr. Lawrence and (iii) the Compensation Committee of the Board consists of Mr. Lawrence, as chairman, Mr. Hargroves and Mr. Jiang.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, four proposals were submitted to the Company’s stockholders. The final voting results were as follows:

Proposal 1

The Company’s stockholders elected the following Class II director to serve for a term expiring at the 2029 annual meeting of stockholders and until his successor has been duly elected.

Name	For	Withhold	Broker Non-Votes
Jeff Hargroves	3,563,369	40,558	4,672,130

Proposal 2

The Company's stockholders approved the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2026.

For	Against	Abstain	Broker Non-Votes
8,153,858	100,881	21,318	0

Proposal 3

The Company's stockholders approved the Amendment to the Equity Plan to increase the number of shares of common stock authorized for issuance thereunder by 625,000 shares to 2,221,126 shares.

For	Against	Abstain	Broker Non-Votes
3,196,215	372,123	35,589	4,672,130

Proposal 4

The Company's stockholders approved the adjournment of the Annual Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of one or more of foregoing proposals. Adjournment of the Annual Meeting was deemed not necessary, because there were sufficient votes at the time of the Annual Meeting to approve each proposal.

For	Against	Abstain	Broker Non-Votes
7,563,297	663,663	49,097	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Amendment No. 3 to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan
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 14, 2026

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

**AMENDMENT No. 3 TO THE CINGULATE INC. 2021 OMNIBUS
EQUITY INCENTIVE PLAN**

This third Amendment (the “Amendment”) to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan, as amended (the “Plan”) of Cingulate Inc. (the “Company”), is made as of May 18, 2026. All capitalized terms used but not defined in this Amendment shall have the meanings assigned to such terms in the Plan.

W I T N E S S E T H:

WHEREAS, Section 17.2 of the Plan reserves to the Board of Directors of the Company (the “Board”) the right to amend the Plan from time to time;

WHEREAS, the Board desires to increase the number of shares of Common Stock reserved for issuance under the Plan from 1,596,126 shares to 2,221,126 shares, subject to approval by the Company’s stockholders.

NOW, THEREFORE, be it effective as of the date of approval by the Company’s stockholders, the Plan is hereby amended as follows:

1. **Amendment to Section 4.1.** Section 4.1(a) of the Plan is hereby amended and restated in its entirety, to read as follows:
 - (a) Subject to adjustment pursuant to Section 4.3 and any other applicable provisions hereof, the maximum aggregate number of shares of Common Stock, which may be issued under all Awards granted to Participants under the Plan, shall be 2,221,126 shares; all of which may, but need not, be issued in respect of Incentive Stock Options.
2. This Amendment shall be subject to approval by the stockholders of the Company within 12 months after the date this Amendment is adopted. Such stockholder approval shall be obtained in the manner and to the degree required under applicable laws.
3. Except as set forth herein, the Plan shall remain in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned officer hereby certifies that the foregoing amendment to the Plan was duly adopted and approved by the Board.

Dated: May 18, 2026

CINGULATE INC.

/s/ Shane J. Schaffer

Name: Shane J. Schaffer

Title: Chief Executive Officer
