
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Cingulate Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-3825535
(I.R.S. Employer
Identification No.)

1901 West 47th Place
Kansas City, KS 66205
(Address of Principal Executive Offices) (Zip Code)

Cingulate Inc. 2021 Omnibus Equity Incentive Plan
(Full title of the plan)

Shane J. Schaffer
Chief Executive Officer
Cingulate Inc.
1901 West 47th Place
Kansas City, KS 66205
(Name and address of agent for service)

Telephone: 913-942-2300
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Steven M. Skolnick, Esq.
Michael J. Lerner, Esq.
Lowenstein Sandler LLP
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 262-6700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed by Cingulate Inc. (the “**Company**”) for the purpose of registering additional shares of the Company’s common stock, par value \$0.0001 per share (the “**Common Stock**”), under the Company’s 2021 Omnibus Equity Incentive Plan (the “**Equity Plan**”). The number of shares of Common Stock available for issuance under the Equity Plan is subject to an automatic annual increase on January 1 of each year beginning in 2022 and ending on (and including) January 1, 2031 in an amount equal to the lesser of (i) five percent (5%) of the outstanding shares of all classes of the Company’s Common Stock (on a fully diluted basis, but rounded to the nearest 1,000 share increment) as of the last day of the immediately preceding fiscal year or (ii) such number of shares determined by the Company’s Board of Directors. (the “**Evergreen Increase**”). This Registration Statement registers an aggregate of 858,500 additional shares of Common Stock available for issuance under the Equity Plan as a result of the Evergreen Increase.

The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the 1,927,810 shares of Common Stock registered for issuance under the Equity Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-264002) filed on March 30, 2022 (the “**Prior Form S-8**”). The information contained in the Prior Form S-8 is hereby incorporated by reference pursuant to General Instruction E. Any items in the Prior Form S-8 not expressly changed hereby shall be as set forth in the Prior Form S-8.

PART II
Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Company’s latest annual report on [Form 10-K](#) filed pursuant to Section 13(a) or 15(d) of the Exchange Act for the fiscal year ended December 31, 2022, as filed with the Commission on March 10, 2023;
- (b) the Company’s current reports on [Form 8-K](#), filed with the Commission on January 3, 2023 and January 9, 2023 (other than any portions thereof deemed furnished and not filed); and
- (c) the description of the Company’s common stock contained in the Company’s Registration Statement on [Form 8-A](#) (Registration No. 001-40874) filed with the Commission on December 3, 2021 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description, including [Exhibit 4.5](#) to the Company’s annual report on Form 10-K for the year ended December 31, 2021, filed with the Commission on March 28, 2022.

All documents filed by the Company pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
4.1	Cingulate Inc. 2021 Omnibus Equity Incentive Plan	S-1	10.1	9/27/2021
5.1*	Opinion of Lowenstein Sandler LLP			
23.1*	Consent of KPMG LLP			
23.2*	Consent of Lowenstein Sandler LLP (included in Exhibit 5.1)			
24.1*	Power of Attorney (included on the signature page)			
107*	Calculation of Filing Fee Table			

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Kansas on March 13, 2023.

CINGULATE INC.

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

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Cingulate Inc., a Delaware corporation, do hereby constitute and appoint each of Shane J. Schaffer and Louis G. Van Horn as his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Shane J. Schaffer</u> Shane J. Schaffer	Chief Executive Officer and Chairman (Principal Executive Officer)	March 13, 2023
<u>/s/ Louis G. Van Horn</u> Louis G. Van Horn	Chief Financial Officer (Principal Financial Officer)	March 13, 2023
<u>/s/ Jennifer L. Callahan</u> Jennifer L. Callahan	Corporate Controller (Principal Accounting Officer)	March 13, 2023
<u>/s/ Scott Applebaum</u> Scott Applebaum	Director	March 13, 2023
<u>/s/ Gregg Givens</u> Gregg Givens	Director	March 13, 2023
<u>/s/ Patrick Gallagher</u> Patrick Gallagher	Director	March 13, 2023
<u>/s/ Curt Medeiros</u> Curt Medeiros	Director	March 13, 2023
<u>/s/ Peter J. Werth</u> Peter J. Werth	Director	March 13, 2023



March 13, 2023

Cingulate Inc.
1901 W. 47th Place
Kansas City, KS 66205

Re: Form S-8 Registration Statement of Cingulate Inc.

We have acted as counsel for Cingulate Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of an aggregate of 858,500 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable pursuant to awards under the Cingulate Inc. 2021 Equity Incentive Plan and (the "Plan").

In connection with rendering this opinion, we have examined: (i) the Plan; (ii) the Certificate of Incorporation of the Company; (iii) the Bylaws of the Company; and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity of original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered upon the grant or exercise of awards in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of a copy of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Lowenstein Sandler LLP



KPMG LLP
Suite 1100
1000 Walnut Street
Kansas City, MO 64106-2162

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 10, 2023, with respect to the consolidated financial statements of Cingulate Inc., incorporated herein by reference.

/s/ KPMG LLP

Kansas City, Missouri
March 13, 2023

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Calculation of Filing Fee Table

Form S-8
(Form Type)

Cingulate Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule (1)	Amount Registered (2)	Proposed Maximum Offering Price Per Unit (1)	Maximum Aggregate Offering Price (1)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share	Other	858,500	\$ 1.415	\$ 1,214,778	0.00011020	\$ 133.87
	Total Offering Amounts			—	\$ 1,214,778	—	\$ 133.87
	Total Fee Offsets			—	—	—	—
	Net Fees Due			—	—	—	\$ 133.87

- (1) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low prices per share of Registrant's Common Stock on March 8, 2023 as reported by The Nasdaq Stock Market.
- (2) Covers 858,500 shares of the Registrant's common stock, par value \$0.0001 per share ("Common Stock") issuable under the Registrant's 2021 Omnibus Equity Incentive Plan (the "**Equity Plan**"). Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), this registration statement shall also be deemed to cover any additional shares of Common Stock that may from time to time be offered or issued under the Equity Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions that increases the number of outstanding shares of Common Stock.