

**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 11, 2024**

**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. 47<sup>th</sup> Place**  
**Kansas City, KS 66205**  
*(Address of principal executive offices) (Zip Code)*

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

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*(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of exchange on which registered</b>
Common Stock, par value \$0.0001 per share	CING	The Nasdaq Stock Market LLC (Nasdaq Capital Market)
Warrants, exercisable for one share of 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.**

At the Cingulate Inc. (the “Company”) 2024 Annual Meeting of Stockholders held on June 11, 2024 (the “Annual Meeting”), the Company’s stockholders approved Amendment No. 1 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 1,250,000 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.

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

At the Annual Meeting, three 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 III directors to serve for a term expiring at the 2027 annual meeting of stockholders and until their successors have been duly elected.

<b>Name</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Shane J. Schaffer	1,908,630	46,469	1,554,516
Bryan Lawrence	1,926,587	28,512	1,554,516

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, 2024.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
3,484,040	18,724	6,851	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 1,250,000 shares to 1,506,926 shares.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
1,743,052	198,328	13,719	1,554,516

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Amendment No. 1 to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan</a>
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: June 12, 2024

By: /s/ Shane J. Schaffer

Name: Shane J. Schaffer

Title: Chief Executive Officer

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**AMENDMENT No. 1 TO THE CINGULATE INC. 2021 OMNIBUS  
EQUITY INCENTIVE PLAN**

This first Amendment (the "Amendment") to the Cingulate Inc. 2021 Omnibus Equity Incentive Plan (the "Plan") of Cingulate Inc. (the "Company"), is made as of March 4, 2024. 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 256,926 shares to 1,506,926 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 1,506,926 shares.
  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. Notwithstanding any provision in the Plan to the contrary, exercise of any Option granted for shares of Common Stock in excess of those remaining available for grant under the Plan in the absence of such Amendment before the Company has obtained stockholder approval of this Amendment in accordance with this Section 2 shall be conditioned upon obtaining such stockholder approval of this Amendment in accordance with this Section 2.
  3. Except as set forth herein, the Plan shall remain in full force and effect without modification.
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IN WITNESS WHEREOF, the undersigned officer hereby certifies that the foregoing amendment to the Plan was duly adopted and approved by the Board.

Dated: March 4, 2024

**CINGULATE INC.**

*/s/ Shane J. Schaffer*

Name: Shane J. Schaffer

Title: Chairman and Chief Executive Officer

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