

**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 15, 2023**

**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:

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

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

On June 15, 2023, Cingulate Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). 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 II directors to serve for a term expiring at the 2026 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> |
|---------------|------------|-----------------|-------------------------|
| Gregg Givens  | 3,968,713  | 19,243          | 1,766,990               |
| Curt Medeiros | 3,845,041  | 142,915         | 1,766,990               |

**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, 2023.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 5,736,098  | 13,663         | 5,185          | 0                       |

**Proposal 3**

The Company’s stockholders approved, for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of more than 20% of the Company’s issued and outstanding common stock pursuant to the Company’s purchase agreement with Lincoln Park Capital Fund, LLC.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 3,866,258  | 109,455        | 12,243         | 1,766,990               |

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**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 16, 2023

By: /s/ Shane J. Schaffer

Name: Shane J. Schaffer

Title: Chief Executive Officer

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