

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): October 22, 2025

BULLFROG AI HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-41600</u> (Commission File Number)	<u>84-4786155</u> (I.R.S. Employer Identification No.)
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325 Ellington Blvd, Unit 317
Gaithersburg, MD 20878
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(240) 658-6710**

Not Applicable
(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 each exchange on which registered
Common Stock, par value \$0.00001 per share	BFRG	The Nasdaq Stock Market LLC (The Nasdaq Capital Market)
Tradeable Warrants	BFRGW	The Nasdaq Stock Market LLC (The 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 October 22, 2025, at a Special Meeting of Stockholders (the "Special Meeting"), the stockholders of BullFrog AI Holdings, Inc. (the "Company") voted to approve, among other things, Amendment No. 1 (the "Amendment") to the Company's 2022 Equity Incentive Plan (the "Plan") to increase the number of shares available for issuance under the Plan by 750,000 shares. The vote for approval of Amendment to the Plan is set forth below under Item 5.07 and incorporated herein by reference.

The Amendment to the Plan is attached to this Current Report on Form 8-K and incorporated by reference into this Item.

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

On October 22, 2025, the Company held the Special Meeting to consider and vote on four proposals. A total of 5,742,239 shares were present or represented by proxy at the Special Meeting, representing approximately 56.02% of all shares entitled to vote at the Special Meeting. The stockholders voted on the matters presented at the Special Meeting, and the shares present, in person or by proxy, were voted as follows:

1. Issuance Proposal

Proposal No. 1 was the approval, for purposes of complying with Nasdaq Listing Rule 5635(d), of the issuance of 20% or more of the Company's issued and outstanding common stock pursuant to the Company's purchase agreement with Lincoln Park Capital Fund, LLC (the "Issuance Proposal"). The results of the vote were as follows:

Votes For	Votes Against	Votes Withheld	Broker Non-Votes
2,960,000	437,777	4,109	2,340,353

Based on the foregoing votes, the Issuance Proposal was approved.

2. Reverse Stock Split Proposal

Proposal No. 2 was to approve a reverse split of the Company's common stock at a ratio of not less than 1-to-2 and not more than 1-to-15, such ratio to be determined in the discretion of the Board (the "Reverse Stock Split Proposal"). The results of the vote were as follows:

Votes For	Votes Against	Abstentions
4,088,004	1,611,730	42,505

Based on the foregoing vote, the Reverse Stock Split Proposal was approved.

3. Plan Amendment Proposal

Proposal No. 3 was to approve the Amendment to the Company's Plan, providing for an amendment to increase the number of shares available for issuance under the Plan by 750,000 (before giving effect to the Reverse Stock Split Proposal) (the "Plan Amendment Proposal"). The results of the vote were as follows:

Votes For	Votes Against	Votes Withheld	Broker Non-Votes
2,970,690	418,690	12,506	2,340,353

Based on the foregoing vote, the Plan Amendment Proposal was approved.

4. Adjournment Proposal

The proposal to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there were insufficient votes to approve the other proposals at the Special Meeting was not voted upon at the Special Meeting because there were sufficient votes to approve the other proposals.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished herein:

Exhibit No.	Description
10.1*	Amendment No. 1 to BullFrog AI Holdings, Inc.'s 2022 Equity Incentive Plan
104	Cover Page Interactive Data File (formatted as Inline XBRL)

* Represents a management contract, compensatory plan or arrangement.

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.

Date: October 24, 2025

BullFrog AI Holdings, Inc.

By: /s/ Vininder Singh

Name: Vininder Singh

Title: Chief Executive Officer

BULLFROG AI HOLDINGS, INC.

AMENDMENT NO. 1 TO
2022 EQUITY INCENTIVE PLAN

EFFECTIVE DATE:

This Amendment No. 1, dated and effective October 22, 2025 (the “Amendment”), is an amendment to the 2022 Equity Incentive Plan (the “Plan”), of Bullfrog AI Holdings, Inc., a Nevada corporation (the “Company”). All capitalized terms used in this Amendment without definition have the meanings set forth in the Plan.

WHEREAS, Section 16.1 authorizes the Board of Directors of the Company (the “Board”) to make amendments to the Plan, subject to stockholder approval as required by law or agreement.

WHEREAS, on August 27, 2025, the Board approved amendments to the Plan to increase the number of shares available for awards under the Plan by 750,000 shares (on a pre-reverse stock split basis), from 900,000 to 1,650,000 shares, and submitted the Amendment to the Company’s stockholders for approval at the Special Meeting of Stockholders held on October 15, 2025.

WHEREAS, the Board has approved retaining Section 4.6 of the Plan, providing for evergreen increases under the Plan in future years until the ten (10) year anniversary of such provision which will arise after the first business day of January 2032.

WHEREAS, on October 22, 2025, the stockholders approved the foregoing amendments to the Plan.

NOW, THEREFORE, intending to be legally bound, and in accordance with the approvals set forth in the WHEREAS clauses, which are incorporated by reference into this Amendment, the Company amends the Plan as follows:

1. Section 4 of the Plan is deleted in its entirety and is replaced by the following:

“4. Shares Subject to the Plan.

4.1 Subject to adjustment in accordance with Section 14, no more than 1,650,000 shares of Common Stock (on a pre-reverse stock split basis) shall be available for the grant of Awards under the Plan (the “**Total Share Reserve**”). During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards.

4.2 Shares of Common Stock available for distribution under the Plan may consist, in whole or in part, of authorized and unissued shares, treasury shares or shares reacquired by the Company in any manner.

4.3 Subject to adjustment in accordance with Section 14, no more than 1,000,000 shares of Common Stock may be issued in the aggregate pursuant to the exercise of Incentive Stock Options (the “**ISO Limit**”).

4.4 Any shares of Common Stock subject to an Award that expires or is canceled, forfeited or terminated without issuance of the full number of shares of Common Stock to which the Award related shall again be available for issuance of Awards or delivery under the Plan. Any shares of Common Stock subject to an Award under the Plan that are (a) tendered in payment of an Option, (b) delivered or withheld by the Company to satisfy any tax withholding obligations or (c) covered by a stock-settled Stock Appreciation Right or other Awards that were not issued upon the settlement of the Award shall be added back to the shares of Common Stock available for issuance of Awards or delivery under the Plan and, to the extent permitted under Section 422 of the Code and the regulations promulgated thereunder to the shares of Common Stock that may be issued as Incentive Stock Options.

4.5 Awards may, in the sole discretion of the Committee, be granted under the Plan in assumption of or in substitution for outstanding awards previously grants by an entity acquired by the Company or with which the Company combines (“**Substitute Awards**”). Substitute Awards shall not be counted against the Total Share Reserve; *provided, that*, Substitute Awards issued in connection with the assumption of or in substitution for outstanding options intended to qualify as Incentive Stock Options shall be counted against the ISO Limit. Subject to applicable stock exchange requirements, available shares under a stockholder-approved plan of an entity directly or indirectly acquired by the Company or with which the Company combines (as appropriately adjusted to reflect such acquisition or transaction) may be used for Awards under the Plan and shall not count toward the Total Share Limit.

4.6 Notwithstanding Section 4.1 above, on the first day of each month commencing January 1, 2023, or the first business day of the calendar year if the first day of the calendar year falls on a Saturday or Sunday, the number of shares eligible for Awards under the Plan will automatically increase in an amount equal to 15% of the total number of shares of common stock outstanding as of December 31st of the preceding fiscal year.”

2. Except as amended by this Amendment, the Plan continues in full force and effect.

3. In the event of a conflict between this Amendment and the Plan, this Amendment shall govern.

Adopted by the Board of Directors: August 27, 2025

Adopted by the stockholders: October 22, 2025