

**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): **April 19, 2023**

BULLFROG AI HOLDINGS, INC.

(Exact name of registrant as specified in charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41600

(Commission
File Number)

84-4786155

(IRS Employer
Identification No.)

325 Ellington Blvd, Unit 317

Gaithersburg, MD 20878

(Address of principal executive offices) (Zip Code)

(240) 658-6710

(Registrant's telephone number, including area code)

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

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 19, 2023, Bullfrog AI Holdings, Inc. (the "Company") received a deficiency letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") notifying the Company that the Company no longer complies with Nasdaq Listing Rule 5250(c)(1) as a result of the Company's delay in filing its Form 10-K for the year ended December 31, 2022. The letter was issued by Nasdaq under Nasdaq Listing Rule 5810(c)(2) for the Company's failure to comply with Nasdaq Listing Rule 5250(c)(1).

The Company has 60 calendar days, or until June 20, 2023, to submit to Nasdaq a plan (the "Plan") to regain compliance with the Nasdaq Listing Rules. If Nasdaq accepts the Company's Plan, then Nasdaq may grant the Company up to 180 calendar days from the prescribed due date for filing the Form 10-K to regain compliance. If Nasdaq does not accept the Company's Plan, then the Company will have the opportunity to appeal that decision to a Nasdaq Hearings Panel. The letter from the Staff has no immediate effect on the listing of the Company's securities on the Nasdaq Capital Market.

The Company filed its Form 10-K on April 25, 2023 and as such has regained compliance. A copy of the Company's press release disclosing its filing of its Form 10-K is attached hereto as exhibit 99.1.

ITEM 9.01 Exhibits

Exhibit No.	Description
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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.

Date: April 25, 2023

BULLFROG AI HOLDINGS, INC.

By: */s/ Vininder Singh*

Vininder Singh
Chief Executive Officer



BullFrog AI Files 2022 Annual Report on Form 10-K

Gaithersburg, MD – April 25, 2023 – BullFrog AI Holdings, Inc. (NASDAQ:BFRG; BFRGW) (“BullFrog AI” or the “Company”), a digital technology company using machine learning to usher in a new era of precision medicine, today announced it filed its Form 10-K with the Securities and Exchange Commission (“SEC”) for its year ended December 31, 2022.

“While our 10-K largely mirrored the S-1 we filed for our IPO, the first-time nature of this filing required additional work and resources that delayed its official submission to the SEC, which prompted a compliance notice from Nasdaq. We are pleased to report that the completion of the 10-K filing has rectified this situation, and we do not anticipate similar delays with future filings,” said BullFrog AI’s founder and CEO Vin Singh.

BullFrog AI received notice from Nasdaq on April 20, 2023, notifying the Company that it was not in compliance with the periodic filing requirements for continued listing set forth in Nasdaq Listing Rule 5250(c)(1) because the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 was not filed with the Securities and Exchange Commission by the required due date. The Company is now in compliance with Nasdaq Listing Rule 5250(c)(1).

About BullFrog AI

BullFrog AI is a digital technology company using machine learning to usher in a new era of precision medicine. Through its collaborations with leading research institutions, including Johns Hopkins University, BullFrog AI is at the forefront of AI-driven drug development. Using its proprietary bfLEAP™ artificial intelligence platform, BullFrog AI aims to enable the successful development of pharmaceuticals and biologics by predicting which patients will respond to therapies in development. BullFrog AI is deploying bfLEAP™ for use at several critical stages of development with the intention of streamlining data analytics in therapeutics development, decreasing the overall development costs by decreasing failure rates for new therapeutics, and impacting the lives of countless patients that may seek to receive the therapies they need.

For more information visit BullFrogAI at

Website: www.bullfrogai.com

LinkedIn: <https://www.linkedin.com/company/bullfrogai/>

Safe Harbor Statement

This press release contains forward-looking statements. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including: our financial performance and projections; our growth in revenue and earnings; and our business prospects and opportunities. You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as “may,” “should,” “expects,” “anticipates,” “contemplates,” “estimates,” “believes,” “plans,” “projected,” “predicts,” “potential,” or “hopes” or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including: our ability to change the direction of the Company; our ability to keep pace with new technology and changing market needs; and the competitive environment of our business. These and other factors may cause our actual results to differ materially from any forward-looking statement. Forward-looking statements are only predictions. The forward-looking events discussed in this press release and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties, and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this press release and other statements made from time to time by us or our representatives might not occur.

Media Contacts:

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SOURCE: BullFrog AI Holdings, Inc.
