

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

**FORM S-3**  
(Amendment No. 1)  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**BULLFROG AI HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**84-4786155**

(I.R.S. Employer  
Identification Number)

**325 Ellington Blvd., Unit 317  
Gaithersburg, MD 20878  
(240) 658-6710**

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

**Vininder Singh  
Chief Executive Officer  
Bullfrog AI Holdings, Inc.  
325 Ellington Blvd., Unit 317  
Gaithersburg, MD 20878  
(240) 658-6710**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Arthur S. Marcus, Esq.  
Sichenzia Ross Ference Carmel LLP  
1185 Avenue of the Americas, 31<sup>st</sup> Floor  
New York, New York 10036  
(212) 930-9700**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller reporting 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 7(a)(2)(B) of Securities Act.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

EXPLANATORY NOTE

This Amendment to the Registration Statement on Form S-3 (File No. 333-281341) is filed solely to amend Item 16 of Part II thereof and to file a modified auditor's consent as Exhibit 23.1. This Amendment does not modify any other provision of the preliminary prospectus contained in Part I, or Part II. Accordingly, the preliminary prospectus has been omitted.

Item 16. Exhibits.

Exhibit Number	Description of Document
1.1	Form of Underwriting Agreement.*
3.1	<a href="#">Amended and Restated Articles of Incorporation of Bullfrog AI Holdings, Inc. incorporated by reference to Exhibit 3.1 to the Company's Amendment to the Registration Statement on Form S-1 (No. 333-267951) filed with the Securities and Exchange Commission on February 13, 2023.</a>
3.2	<a href="#">Bylaws of Bullfrog AI Holdings, Inc. incorporated by reference to Exhibit 3.2 to the Company's Amendment to the Registration Statement on Form S-1 (No. 333-267951) filed with the Securities and Exchange Commission on February 13, 2023.</a>
4.1	Form of Certificate of Designation.*
4.2	Form of Preferred Stock Certificate.*
4.3	Form of Warrant Agreement.*
4.4	Form of Warrant Certificate.*
4.5	Form of Stock Purchase Agreement.*
4.6	Form of Unit Agreement.*
5.1	<a href="#">Opinion of Sichenzia Ross Ference Carmel LLP.**</a>
23.1	<a href="#">Consent of M&amp;K CPAs, PLLC.</a>
23.2	<a href="#">Consent of Sichenzia Ross Ference Carmel LLP (contained in Exhibit 5.1).**</a>
107	<a href="#">Filing Fee Table.**</a>

\* To be filed by amendment or by a Current Report on Form 8-K and incorporated by reference herein.

\*\* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the amendment to Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, State of Maryland, on August 15, 2024.

**Bullfrog AI Holdings, Inc.**

By: /s/ Vininder Singh

Vininder Singh

Its: Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Dane Saglio

Dane Saglio

Its: Chief Financial Officer  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Vininder Singh August 15, 2024  
Vininder Singh  
Chief Executive Officer and Director (Principal Executive Officer)

/s/ Dane Saglio August 15, 2024  
Dane Saglio  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

/s/ \* August 15, 2024  
R. Donald Elsey  
Director

/s/ \* August 15, 2024  
William Enright  
Director

/s/ \* August 15, 2024  
Jason D. Hanson  
Director

\* /s/ Vininder Singh  
Vininder Singh  
Attorney-in-Fact





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the inclusion in this Registration Statement of Bullfrog AI Holdings, Inc. on Form S-3, as amended, of our report dated March 29, 2024, with respect to our audit of the consolidated financial statements for the years ended December 31, 2023 and 2022, and our report dated April 25, 2023, with respect to our audit of the consolidated financial statements for the years ended December 31, 2022 and 2021. We also consent to the reference to our firm under the caption "Experts" in the Registration Statement.

/s/ M&K CPAS, PLLC

---

The Woodlands, Texas

August 15, 2024

---