

**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): September 18, 2025

BULLFROG AI HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-41600
(Commission
File Number)

84-4786155
(I.R.S. Employer
Identification No.)

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 5.03 Amendment of Bylaws.

Effective September 18, 2025, Bullfrog AI Holdings, Inc. (the "Company") amended its bylaws in order to reduce the quorum required for meetings of stockholders to thirty-three and one-third percent (33.33%) of the shares then issued and outstanding. The text of the amendment to the bylaws is filed as Exhibit 3.1 to this report and incorporated herein by reference.

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

On September 18, 2025, the Company held its 2025 Annual Meeting of Stockholders (the "Annual Meeting"). A total of 5,999,172 shares were present or represented by proxy at the Annual Meeting, representing approximately 59.50% of all shares entitled to vote at the Annual Meeting. The stockholders voted on the matters presented at the Annual Meeting, and the shares present, in person or by proxy, were voted as follows:

1. Election of Directors

Proposal No. 1 was the election of four nominees to serve as directors of the Company, each for a term of one year until the next annual meeting of the stockholders of the Company and until their successors have been duly elected and qualified. The results of the vote were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
William Enright	3,061,579	25,331	2,912,262
Jason D. Hanson	3,059,342	27,568	2,912,262
R. Donald Elsey	3,059,674	27,236	2,912,262
Vininder Singh	3,059,114	27,796	2,912,262

Based on the foregoing votes, the four nominees listed above were elected to serve on the Board. There were no additional director nominations brought before the meeting.

2. Ratification of the Appointment of M&K CPAs, PLLC (“M&K”) as the Company’s Independent Registered Public Accounting Firm

Proposal No. 2 was the ratification of the appointment of M&K CPAs, PLLC (“M&K”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025. The results of the vote were as follows:

Votes For	Votes Against	Abstentions
5,885,223	98,872	15,077

Based on the foregoing vote, the ratification of M&K as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025 was approved.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished herein:

Exhibit No.	Description
3.1	<u>Amendment to the Bylaws of Bullfrog AI Holdings, Inc., effective September 18, 2025.</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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: September 23, 2025

Bullfrog AI Holdings, Inc.

By: /s/ Vininder Singh
Name: Vininder Singh
Title: Chief Executive Officer

**Certificate of Amendment
of the Bylaws of
Bullfrog AI Holdings, Inc.**

I, Josh Blacher, in my capacity as Secretary of Bullfrog AI Holdings, Inc., a Nevada corporation (the “Company”), certify that on September 18, 2025, the Board of Directors of the Company adopted a resolution approving an amendment to the Bylaws of the Company (the “Bylaws”) as provided below, pursuant to Article XII of the Bylaws.

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. **Defined Terms.** Unless otherwise indicated, capitalized terms shall have the meanings ascribed to them in the Bylaws.

2. Amendments to Bylaws

Article III, Section 3 of the Bylaws (the “Bylaws”) of Bullfrog AI Holdings, Inc. (the “Corporation”) is hereby amended and restated in its entirety as follows:

Section 3. At any meeting of the shareholders of the corporation, the presence, in person or by proxy, of the holders of thirty-three and one-third percent (33.33%) of the shares then issued and outstanding and entitled to vote at the meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, the shareholders present, in person or by proxy, by majority vote and without further notice, may adjourn the meeting from time to time until a quorum is attained, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this section. At any reconvened meeting following such adjournment at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed.

3. Except as expressly amended hereby, the Bylaws remain in full force and effect.

Dated: September 18, 2025

By: /s/ Josh Blacher

Name: Josh Blacher

Title: Chief Financial Officer and Secretary
