

**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 7, 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Requirement or Standard; Transfer of Listing.

As previously reported, on August 21, 2025, BullFrog AI Holdings, Inc. (the "Company") received a letter (the "Notice Letter") from The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that, because the Company's stockholders' equity was below \$2,500,000, the Company was no longer in compliance with Nasdaq Listing Rule 5550(b)(1) (the "Stockholder Equity Requirement"). In accordance with Nasdaq listing rules, the Company received 45 days to submit a plan to Nasdaq to regain compliance with the Stockholder Equity Requirement. The Company submitted its compliance plan in late September 2025.

Thereafter, on October 7, 2025, the Company received a letter (the "Extension Letter") from Nasdaq informing the Company that, based on the Company's plan, the Company was granted an extension of time to regain compliance with the Stockholder Equity Requirement. In accordance with the Extension Letter, the Company now has 180 calendar days from the date of the Notice Letter, or until February 17, 2026, to regain compliance with the Stockholder Equity Requirement.

If the Company does not regain compliance with the Stockholder Equity Requirement by the end of this compliance period, the Company's common stock and tradable warrants will become subject to delisting. In the event that the Company receives notice that its common stock and tradable warrants are being delisted, the Nasdaq listing rules permit the Company to appeal a delisting determination by the Nasdaq's staff to a Nasdaq hearings panel. The Company intends to continue to take all reasonable measures in accordance with its plan submitted to Nasdaq in order to regain compliance with the Nasdaq listing rules. There can, however, be no assurance that the Company will be able to regain compliance by the deadline.

Cautionary Note regarding Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that are intended to qualify for the safe harbor from liability established thereunder. Such forward-looking statements are subject to risks and uncertainties that are often difficult to predict, are beyond the Company’s control, and that may cause results to differ materially from expectations. Examples of forward-looking statements include, among others, statements regarding the Company’s ability to regain compliance with Nasdaq rules. The forward-looking statements made in this report speak only as of the date of this report, and the Company assumes no obligation to update any such forward-looking statements to reflect actual results or changes in expectations, except as otherwise required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished herein:

Exhibit No.	Description
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: October 9, 2025

BullFrog AI Holdings, Inc.

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