
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): May 12, 2021

Celcuity Inc.
(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38207
(Commission
File Number)

82-2863566
(IRS Employer
Identification No.)

16305 36th Avenue North; Suite 100
Minneapolis, Minnesota 55446
(Address of Principal Executive Offices and Zip Code)

(763) 392-0767
(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:

- 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, \$0.001 par value per share	CELC	The Nasdaq Stock Market LLC

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 May 12, 2021, Celcuity Inc. (the “Company”) held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (the “Stockholders”) approved a 500,000 share increase in the number of shares authorized under the Amended and Restated 2017 Stock Incentive Plan (the “A&R 2017 Plan”).

A description of the material terms of the A&R 2017 Plan is set forth in the Company’s definitive proxy statement relating to the Annual Meeting filed with the Securities and Exchange Commission on March 31, 2021.

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

At the Annual Meeting:

1. Stockholders elected six nominees to the Company’s Board of Directors to hold office until the next annual meeting or until their successors are elected and qualified;
2. Stockholders ratified the appointment of Boulay PLLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021;
3. Stockholders approved, on a non-binding and advisory basis, the compensation of the Company’s named executive officers; and
4. Stockholders approved a 500,000 share increase in the number of shares authorized under the A&R 2017 Plan.

The voting results for each such matter were as follows:

1. Election of directors:

Nominee:	For:	Withheld:	Broker Non-Votes:
Richard E. Buller	6,116,312	864,166	2,639,286
David F. Dalvey	6,663,214	317,264	2,639,286
Leo T. Furcht	6,116,312	864,166	2,639,286
Lance G. Laing	6,742,379	238,099	2,639,286
Richard J. Nigon	6,393,958	586,520	2,639,286
Brian F. Sullivan	6,738,279	242,199	2,639,286

2. Ratification of the appointment of Boulay PLLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021:

For:	Against:	Abstain:	Broker Non-Votes:
9,619,530	84	150	0

3. Approval, on a non-binding and advisory basis, of the Company’s named executive officer compensation:

For:	Against:	Abstain:	Broker Non-Votes:
6,963,209	15,919	1,350	2,639,286

4. Approval of the 500,000 share increase in the number of shares authorized under the A&R 2017 Plan:

For:	Against:	Abstain:	Broker Non-Votes:
5,622,195	1,334,013	24,270	2,639,286

SIGNATURES

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: May 13, 2021

CELCUITY INC.

By: /s/ Brian F. Sullivan

Brian F. Sullivan

Chairman and Chief Executive Officer
