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 31, 2023

Context Therapeutics Inc. (Exact name of registrant as specified in its charter)

001-40654

(Commission File Number)

Delaware (State of other jurisdiction of incorporation)

or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

86-3738787

(I.R.S. Employer Identification No.)

| | | 2001 Market Street, Suite 3915, Unit#15 Philadelphia, Pennsylvania 19103 Address of principal executive offices including zip code | e) | |
|--|--|--|--|--|
| | (I | (267) 225-7416 Registrant's telephone number, including area code | ;) | |
| | (I | Not Applicable Former name or former address, if changed since last report | ŋ | |
| | he appropriate box below if the Form 8-K filing is i g provisions: | ntended to simultaneously satisfy the filing | obligation of the registrant under any of the | |
| | ☐ 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)) | | | | |
| | Title of each class | Trading Symbol | Name of exchange on which registered | |
| | Common Stock | CNTX | The Nasdaq Stock Market | |
| | \$0.001 par value per share | | | |
| | by check mark whether the registrant is an emer on or Rule 12b-2 of the Securities Exchange Act of | | 05 of the Securities Act of 1933 (§230.405 of this | |
| Emergir | ng growth company ⊠ | | | |
| If an em | nerging growth company, indicate by check mark i | f the registrant has elected not to use the e | xtended transition period for complying with any new | |

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

On May 31, 2023, Context Therapeutics Inc. ("the Company") held its 2023 Annual Meeting of Stockholders (the "Annual Meeting"). As of April 3, 2023, the record date for the Annual Meeting, there were 15,966,053 shares of Company common stock issued and outstanding and entitled to vote on the proposals presented at the Annual Meeting, of which 10,169,489, or approximately 63.69%, were present or represented by proxy, which constituted a quorum. The holders of shares of Company common stock are entitled to one vote for each share held. Set forth below are the final voting results for the proposals submitted to a vote of the Company's stockholders at the Annual Meeting, which were described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 6, 2023. No other matters were considered or voted upon at the meeting.

Proposal 1. To ratify the selection by the Audit Committee of the Board of Directors of CohnReznick LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2023.

The Company's stockholders ratified the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The voting on this proposal is set forth below:

Ratification of CohnReznick 9,827,096 232,432 109,961 ---

Proposal 2. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of its outstanding common stock at a reverse stock split ratio ranging from any whole number between 1-for-2 and 1-for-50, subject to and as determined by the Board of Directors.

While proposal 2 received the affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting, the proposal was not approved because stockholders holding a majority of the outstanding shares of Company common stock entitled to vote did not vote "FOR" the proposal. The voting on this proposal is set forth below:

Amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split
 For
 Against
 Abstentions
 Broker Non-Votes

 7,809,550
 2,326,090
 33,849
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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.

Dated: June 2, 2023 Context Therapeutics Inc.

By: <u>/s/ Martin A. Lehr</u> Name: Martin A. Lehr

Title: Chief Executive Officer