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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 24, 2023**

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

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<b>Delaware</b> <small>(State of other jurisdiction of incorporation)</small>	<b>001-40654</b> <small>(Commission File Number)</small>	<b>86-3738787</b> <small>(I.R.S. Employer Identification No.)</small>
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**2001 Market Street, Suite 3915, Unit#15  
Philadelphia, Pennsylvania 19103**  
(Address of principal executive offices including zip code)

**(267) 225-7416**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))

Title of each class	Trading Symbol	Name of exchange on which registered
<b>Common Stock</b> <b>\$0.001 par value per share</b>	<b>CNTX</b>	<b>The Nasdaq Stock Market</b>

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.

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**Item 3.01.**

**Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On January 24, 2023, Context Therapeutics Inc. (the "Company") received written notice (the "Notification Letter") from The Nasdaq Stock Market LLC ("Nasdaq") stating that the Company was not in compliance with Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Rule") because the Company's common stock failed to maintain a minimum closing bid price of \$1.00 per share for 30 consecutive business days. The Notification Letter has no immediate effect on the Nasdaq listing or trading of the Company's common stock.

The Notification Letter provides an initial 180 calendar day period, or until July 24, 2023, in which to regain compliance, pursuant to Nasdaq Listing Rule 5810(c)(3)(A). If at any time before that date the bid price of the Company's common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, Nasdaq will notify the Company that it has achieved compliance with the Minimum Bid Price Rule. If the Company does not regain compliance by July 24, 2023, the Company may be eligible for an additional 180-day grace period.

The Company intends to actively monitor the closing bid price of its common stock and will evaluate available options to regain compliance with the minimum bid requirement. However, there can be no assurance that the Company will regain compliance with the minimum bid requirement during the 180-day compliance period, secure a second period of 180 days to regain compliance, or maintain compliance with the other Nasdaq listing requirements.

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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: January 27, 2023

**Context Therapeutics Inc.**

By: /s/ Martin A. Lehr

Name: Martin A. Lehr

Title: Chief Executive Officer