

**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): June 24, 2026**

**Context Therapeutics Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of other jurisdiction of incorporation)

**001-40654**  
(Commission File Number)

**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)

**(267) 225-7416**  
(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))

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.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 24, 2026, Context Therapeutics Inc. (the "Company") held its Annual Meeting of Stockholders (the "Meeting"). At the Meeting, the Company's stockholders approved, among other things, an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate") to increase the number of authorized shares of common stock from 200,000,000 to 300,000,000.

A copy of the Certificate of Amendment to the Certificate to increase the number of authorized shares of common stock from 200,000,000 to 300,000,000, as filed with the Secretary of State of the State of Delaware on June 24, 2026, is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

As of April 27, 2026, the record date for the Meeting, there were 91,879,177 shares of common stock issued and outstanding and entitled to vote on the proposals presented at the Meeting, of which 72,830,990, or approximately 79.27%, were present in person or represented by proxy, which constituted a quorum. The holders of shares of the Company's common stock are entitled to one vote for each share held. Set forth below are the final voting results for each of the proposals submitted to a vote of the Company's stockholders at the Meeting.

Proposal 1. Election of Directors

The Company's stockholders elected the following seven director nominees to the Company's Board of Directors, each to serve until the Company's 2027 Annual Meeting of Stockholders or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Dr. Philip Kantoff	63,340,793	50,310	9,439,887
Martin Lehr	63,369,775	21,328	9,439,887
Andy Pasternak	63,376,712	14,391	9,439,887
Dr. Karen Smith	63,346,225	44,878	9,439,887
Jennifer Evans Stacey	61,370,391	2,020,712	9,439,887
Dr. Luke Walker	63,376,732	14,371	9,439,887
Linda West	63,339,289	51,814	9,439,887

Proposal 2. Ratification of Selection of Independent Registered Public Accounting Firm

The Company's stockholders ratified the selection of CohnReznick LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2026. The voting on this proposal is set forth below:

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Ratification of CohnReznick LLP	72,762,152	65,395	3,443	---

Proposal 3. Approval of Proposed Amendment to the Certificate

The Company's stockholders approved an amendment to the Certificate to increase the number of authorized shares of the Company's common stock from 200,000,000 to 300,000,000. The voting on this proposal is set forth below:

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Amendment to Certificate	71,752,165	1,050,867	27,958	---

Proposal 4. Approval of Meeting Adjournment

The Company's stockholders approved one or more adjournments of the Meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there are insufficient votes to approve Proposal 3 at the time of the Meeting. The voting on this proposal is set forth below:

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Meeting Adjournment	71,827,930	980,425	22,635	---

Adjournment of the Meeting was not necessary or appropriate because there were sufficient votes in favor of Proposal 3.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation, dated June 24, 2026</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

**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 26, 2026

**Context Therapeutics Inc.**

By: /s/ Martin A. Lehr

Name: Martin A. Lehr

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CONTEXT THERAPEUTICS INC.**

Context Therapeutics Inc. (the “Company”), a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The Amended and Restated Certificate of Incorporation of the Company (as amended and corrected to date, the “Certificate of Incorporation”) is hereby amended by deleting Article IV, Section 1 of the Certificate of Incorporation in its entirety and inserting the following in lieu thereof:

Section 1. The Company is authorized to issue two classes of stock, to be designated, respectively, Common Stock and Undesignated Preferred Stock. The total number of shares of stock that the Company shall have authority to issue is 310,000,000 shares, of which 300,000,000 shares are Common Stock, \$0.001 par value per share, and 10,000,000 shares are Undesignated Preferred Stock, \$0.001 par value per share.

2. All other provisions of the Certificate of Incorporation shall remain in effect.

3. The foregoing amendment to the Certificate of Incorporation (the “Amendment”) was adopted and approved by the Board of Directors of the Company in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. The Amendment was adopted and approved by the holders of the requisite number of shares of the Company in accordance with applicable requirements of the Certificate of Incorporation and Section 242 of the General Corporation Law of the State of Delaware.

5. This Amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Company has caused this Amendment to be signed by its Chief Executive Officer this 24th day of June, 2026.

**CONTEXT THERAPEUTICS INC.**

By: /s/ Martin A. Lehr

Name: Martin A. Lehr

Title: Chief Executive Officer