

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): **July 13, 2026**

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

Delaware
(State or other jurisdiction
of incorporation)

001-39553
(Commission File Number)

82-3431718
(IRS Employer
Identification No.)

**607 Shelby Street
Suite 700 PMB 214
Detroit, MI**
(Address of principal executive offices)

48226
(Zip Code)

Registrant's telephone number, including area code: **(734) 876-8130**

N/A
(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, par value \$0.0001 per share	AMST	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.

At the Annual Meeting (as defined below) of Amesite Inc. (the "Company"), stockholders approved an amendment to the Company's 2018 Equity Incentive Plan (the "2018 Plan") to (i) increase the number of shares available for issuance under the 2018 Plan by 1,000,000 shares and (ii) increase the number of shares that may be issued pursuant to the exercise of incentive stock options by 1,000,000 shares (the "Plan Amendment").

The foregoing description of the Plan Amendment is qualified in its entirety by reference to the text of the Plan Amendment, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K.

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

On July 13, 2026, the Company held its annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders considered and approved four proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on June 3, 2026.

Stockholders of record at the close of business on May 22, 2026 (the "Record Date") were entitled to notice of and one vote for each share of common stock held by such stockholder. On the Record Date, there were 5,852,985 shares of common stock issued and outstanding, of which 2,321,797 shares of common stock were represented at the Annual Meeting, or approximately 40% of the total outstanding shares of common stock on the Record Date, which was sufficient to constitute a quorum pursuant to the Company's Bylaws, and to transact business.

Set forth below are the final voting results for each of the proposals:

Proposal 1

The stockholders elected the following Class II directors to hold office for a full term of three years or until their successors are duly elected and qualified based on the following votes:

Director	For	Withheld	Broker Non-Votes
Ann Marie Sastry, Ph.D.	1,287,736	205,505	828,556
Barbie Brewer	1,286,513	206,728	828,556

Proposal 2

The proposal to ratify the appointment of Novogradac & Company LLP as the Company's independent registered public accounting firm for the year ending June 30, 2026 was approved based on the following votes:

For	Against	Abstentions
2,091,129	184,682	45,986

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Proposal 3

The proposal to amend the 2018 Plan to (i) increase the number of shares available for issuance under the 2018 Plan by 1,000,000 shares and (ii) increase the number of shares that may be issued pursuant to the exercise of incentive stock options by 1,000,000 shares was approved based on the following votes:

For	Against	Abstentions
1,148,268	335,287	9,686

Proposal 4

The proposal, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of an aggregate of 1,393,732 shares of common stock upon exercise of the Company's Series A-1 warrants and the issuance of an aggregate of 1,393,732 shares of common stock upon exercise of the Company's Series A-2 warrants was approved based on the following votes:

For	Against	Abstentions
1,216,551	130,855	145,835

Item 9.01 Financial Statements and Exhibits

Exhibits

Exhibit No.	Description
10.1	Fourth Amendment to Amesite Inc. 2018 Equity Incentive Plan
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

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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.

AMESITE INC.

Date: July 13, 2026

By: /s/ Ann Marie Sastry, Ph.D.
Ann Marie Sastry, Ph.D.
Chief Executive Officer

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**FOURTH AMENDMENT
TO
AMESITE INC.
2018 EQUITY INCENTIVE PLAN**

THIS FOURTH AMENDMENT TO AMESITE INC. 2018 EQUITY INCENTIVE PLAN (this “Amendment”) of the Amesite Inc. 2018 Equity Incentive Plan (the “Plan”) is made as of July 13, 2026, by the Board of Directors of Amesite Inc., a Delaware corporation (the “Company”) pursuant to Section 6.2 of the Plan. All terms used but not defined herein shall have the meaning set forth in the Plan.

RECITALS

WHEREAS, the Board of Directors (the “Board”) may amend the Plan pursuant to Section 6.2 of the Plan, provided that no such action shall materially impair the rights of a Participant under any award without such Participant’s consent (the “Amendment Conditions”);

WHEREAS, this Amendment satisfies the Amendment Conditions; and

WHEREAS, this Amendment has been submitted to the holders of the outstanding stock of the Company (the “Stockholders”) and such Stockholders have approved the adoption of this Amendment.

AGREEMENT

NOW, THEREFORE, the Board hereby amends the Plan as follows:

1. Section 1.5 of the Plan is hereby amended and restated as follows:

1.5 Shares and Cash Available. Subject to adjustment as provided in Section 6.7 and to all other limits set forth in this Section 1.5, 2,940,398 Shares shall be available for awards under this Plan, of such number of Shares, 2,940,398 may be issued upon the exercise of Incentive Stock Options. The number of Shares that remain available for future grants under the Plan shall be reduced by the sum of the aggregate number of Shares which become subject to outstanding options, outstanding Free-Standing SARs and outstanding Share Awards and delivered upon the settlement of Performance Units. As of the first day of each calendar year beginning on or after January 1, 2021, the number of Shares available for all awards under the Plan, other than Incentive Stock Options, shall automatically increase by a number equal to the least of (x) 5% of the number of Shares that are issued and outstanding as of such date, or (y) a lesser number of Shares determined by the Committee. To the extent that Shares subject to an outstanding option, SAR, Share Award or other award granted under the Plan are not issued or delivered by reason of (i) the expiration, termination, cancellation or forfeiture of such award (excluding Shares subject to an option cancelled upon settlement in Shares of a related tandem SAR or Shares subject to a tandem SAR cancelled upon exercise of a related option) or (ii) the settlement of such award in cash, then such Shares shall again be available under this Plan, other than for grants of Incentive Stock Options.

To the extent not prohibited by the listing requirements of the Nasdaq Capital Market or any other stock exchange on which Shares are then traded or applicable laws, any Shares covered by an award which are surrendered (i) in payment of the award exercise or purchase price (including pursuant to the “net exercise” of an option pursuant to Section 2.1(c), or the “net settlement” or “net exercise” of a Share-settled SAR pursuant to Section 2.2(c)) or (ii) in satisfaction of tax withholding obligations incident to the grant, exercise, vesting or settlement of an award shall be deemed not to have been issued for purposes of determining the maximum number of Shares which may be issued pursuant to all awards under the Plan, unless otherwise determined by the Committee. Notwithstanding anything in this Section 1.5 to the contrary, Shares subject to an award under this Plan may not be made available for issuance under this Plan if such shares are shares repurchased on the open market with the proceeds of an option exercise.

Other than with respect to the Assumed Options, the number of Shares for awards under this Plan shall not be reduced by (i) the number of Shares subject to Substitute Awards or (ii) available shares under a stockholder approved plan of a company or other entity which was a party to a corporate transaction with the Company (as appropriately adjusted to reflect such corporate transaction) which become subject to awards granted under this Plan (subject to applicable stock exchange requirements).

Shares to be delivered under this Plan shall be made available from authorized and unissued Shares, or authorized and issued Shares reacquired and held as treasury shares or otherwise or a combination thereof.

2. Miscellaneous.

a. Amendments. Except as specifically modified herein, the Plan shall remain in full force and effect in accordance with all of the terms and conditions thereof except that the Plan is hereby amended in all other respects, if any, necessary to conform with the intent of the amendments set forth in this Amendment. Upon the effectiveness of this Amendment, each reference in the Plan to “the Plan,” “hereunder,” “herein” or words of similar import shall mean and be a reference to the Plan as amended by this Amendment.

b. Severability. Each provision of this Amendment shall be considered severable and if for any reason any provision or provisions herein are determined to be invalid, unenforceable or illegal under any existing or future law, such invalidity, unenforceability or illegality shall not impair the operation of or affect those portions of this Amendment that are valid, enforceable and legal.

c. Governing Law. This Amendment shall be governed in accordance with the laws of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned hereby adopts this Fourth Amendment to Amesite Inc. 2018 Equity Incentive Plan on July 13, 2026.

/s/ Ann Marie Sastry, Ph.D.
Ann Marie Sastry, Ph.D.
