
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 17, 2025

CQENS Technologies Inc.

(Exact name of registrant as specified in its charter)

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

000-55470
*(Commission
File Number)*

27-1521407
*(I.R.S. Employer
Identification No.)*

5550 Nicollet Avenue, Minneapolis, MN 55419
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(612) 812-2037**

(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: (see General Instruction A.2. below):

- ☐ 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© under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	Not applicable	Not applicable

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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 3(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On July 17, 2025, CQENS Technologies Inc. distributed a letter to its shareholders of record as of July 17, 2025 providing a review of the company's recent developments and overview and update on the company's plan of operations. A copy of this letter is furnished as Exhibit 99.1 to this report.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Item 7.01 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise be subject to the liabilities of that section, nor is it incorporated by reference into any filing of the company under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

No.	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Date Filed	Number	
99.1	Letter to Shareholders dated July 17, 2025				Filed
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.

CQENS TECHNOLOGIES INC.

Date: July 17, 2025

By: /s/ William P. Bartkowski
William P. Bartkowski, President



This information statement contains “forward-looking statements.” These statements are based on our current expectations and involve risks and uncertainties which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding actions to be taken in the future, You are urged to carefully review and consider any cautionary statements, including but not limited to expectations on our ability to continue as a going concern, obtaining regulatory approval and developing marketable products. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect our business, particularly those set forth in the section on forward-looking statements and in the risk factors in Item 1.A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 as filed with the Securities and Exchange Commission (the “SEC”) and our other filings with the SEC.

July 17, 2025

Dear Shareholder.

In the first half of 2025, we experienced some challenges and a number of disruptive events beyond our control. Early in the year our team was concerned that changes in US Food and Drug Administration (FDA) leadership and reductions in FDA staffing would have a material and a negative impact on the timing of the acceptance and the review of our US FDA Pre-Market Tobacco Authorization (PMTA) submission. Securing the PMTA is critical at this juncture of our development. The authorization will create options and opportunities to launch transformative, modified risk tobacco products in the US and provide pathways to shareholder liquidity.

As of the date of this letter, we can now report that our FDA advisors have confirmed that the Administration now appears to be back on track and accepting submissions for review. We expect that our next meeting with the FDA will be in mid-September.

Despite the challenges and disruptions of early this year, we kept moving forward, achieving critical milestones, including the following:

- With the guidance and the efforts of our Corporate Advisory Board, we have secured the funding to undertake the rigorous FDA PMTA submission process.
- With input from our Medical Advisory Board, we have broadened our understanding of the dynamics of nicotine addiction and the harmful effects of smoking; and we have initiated the “road-mapping” of other drug formulations uniquely suited to our technology for future product launch.
- We completed the first-of-its-kind manufacturing machinery designed to produce our patented and proprietary tobacco consumable devices at high speeds.
- We have completed set up of the process by which we will manufacture our consumable device products, another critical step for FDA review.
- And we continued to grow the depth and breadth of our IP Portfolio—which now numbers 95 US and international patents, pending patents, and trademarks.

As we’ve noted in our past communications, the CQENS “Heat not Burn” tobacco system comprises both a device and a tobacco consumable. The patented, patent pending, and proprietary system produces an inhalable aerosol that has been tested by an independent, accredited laboratory and the laboratory found the system to have the lowest level of harmful and potentially harmful chemicals among any comparable product being sold anywhere in the world. So, we remain confident and fully expect our journey to result in products that will successfully secure the authorization of the FDA and, most importantly, gain acceptance by a significant percentage of the world’s current 1 billion+ smokers who are unable to quit smoking cigarettes.

We sincerely appreciate the ongoing encouragement and support that you, our investors, have provided, particularly during these recent challenges, and we are pleased to now be back on schedule.

Sincerely,

/s/ Alexander Chong

Chairman and Chief Executive Officer
