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): November 8, 2024

United-Guardian, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-10526**	**11-1719724**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

230 Marcus Boulevard
Hauppauge, New York 11788
(Address of Principal Executive Offices) (Zip Code)

(631) 273-0900
(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))

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, $0.10 par value per share	UG	NASDAQ Global Market

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 2.02. Results of Operations and Financial Condition.

On November 8, 2024, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

99.1	Press Release dated November 8, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

United-Guardian, Inc.

Date: November 8, 2024

By: /s/ Donna Vigilante
Donna Vigilante
President

EXHIBIT 99.1

United-Guardian Reports Increased Third Quarter Earnings

HAUPPAUGE, N.Y., Nov. 08, 2024 (GLOBE NEWSWIRE) -- United-Guardian, Inc. (NASDAQ:UG) announced today the financial results for the third quarter and the first nine months of 2024. Sales for the nine-month period ended September 30th increased from $8,278,141 in 2023 to $9,705,262 in 2024 and net income increased from $1,843,931 ($0.40 per share) to $2,747,151 ($0.60 per share) for the same period. The third quarter remained steady with sales of $3,057,518 in 2023 and $3,060,113 in 2024, while net income increased from $626,756 ($0.14 per share) to $865,484 ($0.19 per share).

Donna Vigilante, President of United-Guardian, stated, “We are pleased to announce that sales and earnings increased in the third quarter and for the first nine months of 2024 compared with the same periods in 2023. We continue to have strong sales of our cosmetic ingredients, which increased by 8% in the third quarter and 68% in the first nine months of 2024. This overall increase was primarily attributable to sales to our largest cosmetic distributor. Sales of medical lubricants decreased by 2% in the third quarter, which was attributed to normal fluctuation in order patterns, while increasing by 4% in the first nine months of 2024, compared with the same periods in 2023. Pharmaceutical product sales continue to recover from a supply disruption that occurred at our contract manufacturer for Renacidin®, our most important pharmaceutical product, late last year. Sales of pharmaceuticals decreased by 6% in the third quarter and 11% for the nine-month period. We expect our sales will continue to increase as we recover from the shutdown that limited our supply of Renacidin.”

United-Guardian is a manufacturer of cosmetic ingredients, pharmaceuticals, medical lubricants, and sexual wellness ingredients.

Contact: Donna Vigilante
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NOTE: This press release contains both historical and "forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements about the company’s expectations or beliefs concerning future events, such as financial performance, business prospects, and similar matters, are being made in reliance upon the “safe harbor” provisions of that Act. Such statements are subject to a variety of factors that could cause our actual results or performance to differ materially from the anticipated results or performance expressed or implied by such forward-looking statements. For further information about the risks and uncertainties that may affect the company’s business please refer to the company's reports and filings with the Securities and Exchange Commission.

Financial Results for the
Three and Nine Months Ended
September 30, 2024 and 2023

STATEMENTS OF INCOME
(unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2024	**2023**	**2024**	**2023**
Net sales	$ 3,060,113	$ 3,057,518	$ 9,705,262	$ 8,278,141
Costs and expenses:				
Cost of sales	1,408,866	1,749,041	4,526,446	4,272,043

Operating expenses	591,047	488,464	1,762,689	1,580,503
Research and development expense	111,072	98,141	325,714	353,829
Total costs and expenses	2,110,985	2,335,646	6,614,849	6,206,375
Income from operations	949,128	721,872	3,090,413	2,071,766
Other Income (expense):				
Investment income	99,934	79,682	298,014	182,264
Net gain (loss) on marketable securities	47,223	(14,357)	79,218	65,823
Total other income	147,157	65,325	377,232	248,087
Income before provision for income taxes	1,096,285	787,197	3,467,645	2,319,853
Provision for income taxes	230,801	160,441	720,494	475,922
Net income	$ 865,484	$ 626,756	$ 2,747,151	$ 1,843,931
Earnings per common share (Basic and Diluted)	$ 0.19	$ 0.14	$ 0.60	$ 0.40
Weighted average shares – basic and diluted	4,594,319	4,594,319	4,594,319	4,594,319