

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001363364
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? ☒ LIVE ☐ TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer Celcuity Inc.
SEC File Number 001-38207
2800 Campus Drive
Suite 140
Minneapolis
MINNESOTA
55441
Address of Issuer 763-392-0123
Phone
Name of Person for Whose Account the Securities are To Be Sold Baker Brothers Life Sciences, L.P.
See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.
Relationship to Issuer Former Affiliate

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	Goldman Sachs & Co. LLC 200 West Street New York NY 10282	2838632	290959780.00	48766288	07/14/2026	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from Whom	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
--------------------	-------------------	-----------------------	--------------------------	---------	------------	----------------------	-----------------	---------------------

		Transaction	Acquired	a Gift?	Acquired	Acquired
		Purchases of shares of common stock in the open market See Remark 2	Purchases from counterparties in open market transactions	☐	2838632	05/19/2025 Cash
Common Stock	05/16/2025					

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report ☒

144: Remarks and Signature

Remarks

(1) Baker Brothers Life Sciences, L.P. is affiliated with 667, L.P. Baker Bros. Advisors LP is the investment adviser to 667, L.P. and Baker Brothers Life Sciences, L.P. 667, L.P. is filing separately for the sale of 261,368 shares of common stock ("Common Stock") of Celcuity Inc. (the "Issuer"), which along with the reported sales in this form by Baker Brothers Life Sciences, L.P. totals 3,100,000 shares of Common Stock. (2) Shares of common stock to be sold were purchased between 5/16/2025 and 12/13/2024 in various open market transactions.

Date of Notice

07/14/2026

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

By: BAKER BROS. ADVISORS LP, mgmt company and IA to Baker Brothers Life Sciences, L.P., /s/ Scott L. Lessing, President

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)