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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 3)\***

**Celcuity Inc.**

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**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

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**(Title of Class of Securities)**

**15102K100**

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**(CUSIP Number)**

**Stephanie Brecher**  
**New Enterprise Associates, 1954 Greenspring Drive, Suite 600**  
**Timonium, MD, 21093**  
**(410)842-4000**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**01/14/2026**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No.** 15102K100

Name of reporting person

1 Growth Equity Opportunities 18 VGE, LLC

2 Check the appropriate box if a member of a Group (See Instructions)

(a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE  
Sole Voting Power

7 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
2,910,561.00

9 Sole Dispositive Power  
0.00

10 Shared Dispositive Power  
2,910,561.00  
Aggregate amount beneficially owned by each reporting person

11 2,910,561.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 6.3 %  
Type of Reporting Person (See Instructions)

14 OO

## SCHEDULE 13D

**CUSIP No.** 15102K100

1 Name of reporting person  
NEA 18 Venture Growth Equity, L.P.  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	2,910,561.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	2,910,561.00
	Aggregate amount beneficially owned by each reporting person
11	2,910,561.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	6.3 %
	Type of Reporting Person (See Instructions)
14	PN

## SCHEDULE 13D

**CUSIP No.** 15102K100

1	Name of reporting person
	NEA Partners 18 VGE, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	2,910,561.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	2,910,561.00
11	Aggregate amount beneficially owned by each reporting person

2,910,561.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

6.3 %

Type of Reporting Person (See Instructions)

14

PN

### SCHEDULE 13D

**CUSIP No.** 15102K100

Name of reporting person

1

NEA 18 VGE GP, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially

8

2,910,561.00

Owned by

Each

Sole Dispositive Power

Reporting

9

0.00

Person

With:

Shared Dispositive Power

10

2,910,561.00

Aggregate amount beneficially owned by each reporting person

11

2,910,561.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

6.3 %

Type of Reporting Person (See Instructions)

14

OO

# SCHEDULE 13D

**CUSIP No.** 15102K100

1 Name of reporting person  
Ali Behbahani  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
UNITED STATES

7 Sole Voting Power  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
2,910,561.00

9 Sole Dispositive Power  
0.00

10 Shared Dispositive Power  
2,910,561.00

11 Aggregate amount beneficially owned by each reporting person  
2,910,561.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
6.3 %

14 Type of Reporting Person (See Instructions)  
IN

# SCHEDULE 13D

**CUSIP No.** 15102K100

1 Name of reporting person  
Carmen Chang  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 UNITED STATES

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00  
 Shared Voting Power 2,910,561.00  
 Sole Dispositive Power 9 0.00  
 Shared Dispositive Power 10 2,910,561.00

11 Aggregate amount beneficially owned by each reporting person  
 2,910,561.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
 Percent of class represented by amount in Row (11)  
 6.3 %

14 Type of Reporting Person (See Instructions)  
 IN

## SCHEDULE 13D

**CUSIP No.** 15102K100

1 Name of reporting person  
 Anthony A. Florence, Jr.  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 UNITED STATES

Number of Shares Beneficially 7 Sole Voting Power 0.00

Owned by Each Reporting Person With:	8	Shared Voting Power
		2,910,561.00
		Sole Dispositive Power
	9	0.00
		Shared Dispositive Power
	10	2,910,561.00
11		Aggregate amount beneficially owned by each reporting person
		2,910,561.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
		<input type="checkbox"/>
13		Percent of class represented by amount in Row (11)
		6.3 %
14		Type of Reporting Person (See Instructions)
		IN

## SCHEDULE 13D

**CUSIP No.** 15102K100

1	Name of reporting person
	Mohamad H. Makhzoumi
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	UNITED STATES
	Sole Voting Power
	7
	0.00
	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	8
	2,910,561.00
	Sole Dispositive Power
	9
	0.00
	Shared Dispositive Power
	10
	2,910,561.00
11	Aggregate amount beneficially owned by each reporting person
	2,910,561.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)  
13 6.3 %  
Type of Reporting Person (See Instructions)  
14 IN

## SCHEDULE 13D

**CUSIP No.** 15102K100

1 Name of reporting person  
Edward T. Mathers  
Check the appropriate box if a member of a Group (See Instructions)  
2  (a)  
 (b)  
3 SEC use only  
Source of funds (See Instructions)  
4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
5   
6 Citizenship or place of organization  
UNITED STATES  
Sole Voting Power  
7 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
8 Shared Voting Power  
2,910,561.00  
Sole Dispositive Power  
9 0.00  
Shared Dispositive Power  
10 2,910,561.00  
Aggregate amount beneficially owned by each reporting person  
11 2,910,561.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
12   
Percent of class represented by amount in Row (11)  
13 6.3 %  
Type of Reporting Person (See Instructions)  
14 IN

## SCHEDULE 13D

1 Name of reporting person  
Scott D. Sandell  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
UNITED STATES  
Sole Voting Power  
7  
0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
8 Shared Voting Power  
2,910,561.00  
9 Sole Dispositive Power  
0.00  
10 Shared Dispositive Power  
2,910,561.00  
Aggregate amount beneficially owned by each reporting person  
11  
2,910,561.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)  
6.3 %

14 Type of Reporting Person (See Instructions)  
IN

SCHEDULE 13D

1 Name of reporting person  
Paul Walker  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially

8

Owned by

2,910,561.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

2,910,561.00

Aggregate amount beneficially owned by each reporting person

11

2,910,561.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

6.3 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

**CUSIP No.** 15102K100

Name of reporting person

1

Rick Yang

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of  
Shares

Beneficially

Owned by

8

Shared Voting Power

Each

Reporting Person With: 2,910,561.00  
Sole Dispositive Power  
9  
0.00  
Shared Dispositive Power  
10  
2,910,561.00

Aggregate amount beneficially owned by each reporting person

2,910,561.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

6.3 %

Type of Reporting Person (See Instructions)

IN

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, \$0.001 par value per share

Name of Issuer:

(b) Celcuity Inc.

Address of Issuer's Principal Executive Offices:

(c) 16305 36th Avenue North, Suite 100, Minneapolis, MINNESOTA , 55446.

**Item 1 Comment:** This Amendment No. 3 ("Amendment No. 3") to Schedule 13D amends and supplements the Schedule 13D originally filed on May 24, 2022 (the "Schedule 13D"), Amendment No. 1 thereto filed on September 12, 2022 ("Amendment No. 1") and Amendment No. 2 thereto filed on August 18, 2025 ("Amendment No. 2"), relating to the Common Stock of the Issuer. Certain terms used but not defined in this Amendment No. 3 have the meanings assigned thereto in the Schedule 13D (and Amendment No. 1 and Amendment No. 2 thereto). Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule 13D (and Amendment No. 1 and Amendment No. 2 thereto).

### Item 2. Identity and Background

Growth Equity Opportunities 18 VGE, LLC ("GEO"); NEA 18 Venture Growth Equity, L.P. ("NEA 18 VGE"), which is the sole member of GEO; NEA Partners 18 VGE, L.P. ("NEA Partners 18 VGE"), which is the sole general partner of NEA 18 VGE; and NEA 18 VGE GP, LLC ("NEA 18 VGE LLC" and, together with NEA Partners 18 VGE, the "Control Entities"), which is the sole general partner of NEA Partners 18 VGE; and Ali Behbahani ("Behbahani"), Carmen Chang ("Chang"), Anthony A. Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Edward T. Mathers ("Mathers"), Scott D. Sandell ("Sandell"), Paul Walker ("Walker") and Rick Yang ("Yang") (together, the "Managers"). The Managers are the managers of NEA 18 VGE LLC. The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of GEO, NEA 18 VGE, each Control Entity and Sandell is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, Maryland 21093. The address of the principal business office of Behbahani, Chang, Makhzoumi, Walker and Yang is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence and Mathers is New Enterprise Associates, 104 5th Avenue, 19th Floor, New York, New York 10011.

The principal business of GEO and NEA 18 VGE is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 18 VGE is to act as the sole general partner of NEA 18 VGE. The principal business of NEA 18 VGE LLC is to act as the sole general partner of NEA Partners 18 VGE. The principal business of each of the Managers is to manage the Control Entities, NEA 18 VGE, GEO and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future

violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (e) During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) GEO and NEA 18 VGE LLC are limited liability companies organized under the laws of the State of Delaware. NEA 18 VGE and NEA Partners 18 VGE are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

GEO agreed to acquire the GEO Shares (as defined below) for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, GEO and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in: (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) Any material change in the present capitalization or dividend policy of the Issuer; (f) Any other material change in the Issuer's business or corporate structure; (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) GEO is the record owner of the GEO Shares. As the sole member of GEO, NEA 18 VGE may be deemed to own beneficially the GEO Shares. As the general partner of NEA 18 VGE, NEA Partners 18 VGE may be deemed to own beneficially the GEO Shares. As the sole general partner of NEA Partners 18 VGE, NEA 18 VGE LLC may be deemed to own beneficially the GEO Shares. As members of NEA 18 VGE LLC, each of the Managers may be deemed to own beneficially the GEO Shares. Each Reporting Person disclaims beneficial ownership of the GEO Shares other than those shares which such person owns of record. The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 46,271,259 shares of Common Stock reported by the Issuer to be outstanding as of November 6, 2025, on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2025.

- (b) Regarding the number of shares as to which such person has: (i) sole power to vote or to direct the vote: See line 7 of cover sheets (ii) shared power to vote or to direct the vote: See line 8 of cover sheets (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets.

- (c) On January 14, 2026, GEO made a distribution of 625,000 shares of Common Stock of the Issuer to NEA 18 VGE, which made a pro rata distribution of the shares to its general partner and limited partners for no consideration (the "Distribution"). NEA Partners 18 VGE acquired 9,375 shares of Common Stock of the Issuer as a result of the Distribution and, subsequent to the Distribution, on January 14, 2026, made a distribution of the shares of Common Stock of the Issuer for no consideration, of which 7,577 shares were received by an entity for which Florence, Makhzoumi and Sandell may be deemed to have beneficial ownership (the "NEA Partners 18 VGE Distribution"). On January 15, 2026, the shares indirectly received by Florence, Makhzoumi and Sandell in the NEA Partners 18 VGE Distribution were sold as set forth on Schedule A. No other transactions in the Issuer's Common Stock were effected during the past 60 days by the Reporting Persons. Previously, on October 6, 2025, GEO elected to exercise 139,130 Warrants for 1,391,300 GEO Preferred Warrant Shares, which were immediately thereafter converted into 1,391,300 shares of Common Stock of the Issuer. As a result of such exercise and conversion, GEO no longer holds any Warrants or GEO Preferred Warrant Shares, respectively, as of January 16, 2026. Following the Distribution, GEO now holds a total of 2,910,561 shares of Common Stock of the Issuer (the "GEO Shares").

- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Common Stock beneficially owned by any of the Reporting Persons.

- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D. Exhibit 2 - Schedule A: Transactions during the past 60 days. Exhibit 3 - Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Growth Equity Opportunities 18 VGE, LLC

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer  
Date: 01/16/2026

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer  
Date: 01/16/2026

NEA 18 Venture Growth Equity, L.P.

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer  
Date: 01/16/2026

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer  
Date: 01/16/2026

NEA Partners 18 VGE, L.P.

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer  
Date: 01/16/2026

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer  
Date: 01/16/2026

NEA 18 VGE GP, LLC

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer  
Date: 01/16/2026

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer  
Date: 01/16/2026

Ali Behbahani

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Ali  
Behbahani  
Date: 01/16/2026

Carmen Chang

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Carmen Chang

Date: 01/16/2026

Anthony A. Florence, Jr.

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Anthony A. Florence, Jr.

Date: 01/16/2026

Mohamad H. Makhzoumi

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Mohamad H. Makhzoumi

Date: 01/16/2026

Edward T. Mathers

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Edward T. Mathers

Date: 01/16/2026

Scott D. Sandell

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Scott D. Sandell

Date: 01/16/2026

Paul Walker

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Paul Walker

Date: 01/16/2026

Rick Yang

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for Rick Yang

Date: 01/16/2026

**Comments  
accompanying  
signature:**

This Amendment No. 3 to Schedule 13D was executed by Zachary Bambach on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 3.

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Celcuity Inc.

EXECUTED this 16<sup>th</sup> day of January, 2026.

GROWTH EQUITY OPPORTUNITIES 18 VGE, LLC

By: NEA 18 VENTURE GROWTH EQUITY, L.P.  
Sole Member

By: NEA PARTNERS 18 VGE, L.P.  
General Partner

By: NEA 18 VGE GP, LLC  
General Partner

By: \_\_\_\_\_ \*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_ \*  
Mohamad H. Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA 18 VENTURE GROWTH EQUITY, L.P.

By: NEA PARTNERS 18 VGE, L.P.  
General Partner

By: NEA 18 VGE GP, LLC  
General Partner

By: \_\_\_\_\_ \*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_ \*  
Mohamad H. Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA PARTNERS 18 VGE, L.P.

By: NEA 18 VGE GP, LLC  
General Partner

By: \_\_\_\_\_ \*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_ \*  
Mohamad H. Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA 18 VGE GP, LLC

By: \_\_\_\_\_ \*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_ \*  
Mohamad H. Makhzoumi  
Managing Partner and Co-Chief Executive Officer



\*

\_\_\_\_\_  
Ali Behbahani

\*

\_\_\_\_\_  
Carmen Chang

\*

\_\_\_\_\_  
Anthony A. Florence, Jr.

\*

\_\_\_\_\_  
Mohamad H. Makhzoumi

\*

\_\_\_\_\_  
Edward T. Mathers

\*

\_\_\_\_\_  
Scott D. Sandell

\*

\_\_\_\_\_  
Paul Walker

\*

\_\_\_\_\_  
Rick Yang

\*/s/ Zachary Bambach

Zachary Bambach  
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Zachary Bambach on behalf of the individuals listed above pursuant to a Powers of Attorney, a copy of which is attached hereto as Exhibit 3.

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## SCHEDULE A

Name	Transaction Date	Nature of Transaction	Quantity	Weighted Average Price Per Share*	Price Range	
					Minimum	Maximum
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	2,995	\$105.2593	\$104.79	\$105.78
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	2,204	\$106.1223	\$105.79	\$106.7449
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	1,096	\$107.2576	\$106.8204	\$107.7804
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	507	\$108.966	\$107.8784	\$108.8784
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	366	\$110.3556	\$109.9	\$110.58
NEA Investment Holdings CF, LLC	January 15, 2026	Open Market Sale	409	\$111.9146	\$111.5827	\$112.175

\*The Reporting Persons undertake to provide to the SEC staff, upon request, full information regarding the number of shares purchased at each price within the ranges set forth in the table above.

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Zachary Bambach, Nicole Hatcher and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, including, without limitation, Forms 3, 4 and 5 and Schedules 13D and 13G (and any amendments thereto), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), including, but not limited to, signing a Form ID for and on behalf of the undersigned and filing such Form ID with the SEC, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney is perpetual, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 29th day of February, 2024.

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Ronald D. Bernal  
Ronald D. Bernal

/s/ Ann Bordetsky  
Ann Bordetsky

/s/ Carmen Chang  
Carmen Chang

/s/ Philip Chopin  
Philip Chopin

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Jonathan Golden  
Jonathan Golden

/s/ Scott Gottlieb  
Scott Gottlieb

/s/ Mark Hawkins  
Mark Hawkins

/s/ Jeffrey R. Immelt  
Jeffrey R. Immelt

/s/ Aaron Jacobson  
Aaron Jacobson

/s/ Patrick J. Kerins  
Patrick J. Kerins

/s/ Hilarie Koplou-McAdams  
Hilarie Koplou-McAdams

/s/ Vanessa Larco  
Vanessa Larco

/s/ Julio C. Lopez  
Julio C. Lopez

/s/ Tiffany Le  
Tiffany Le

/s/ Mohamad H. Makhzoumi

Mohamad H. Makhzoumi

/s/ Edward T. Mathers

Edward T. Mathers

/s/ Gregory Papadopoulos

Gregory Papadopoulos

/s/ Kavita Patel

Kavita Patel

/s/ Scott D. Sandell

Scott D. Sandell

/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Peter Sonsini

Peter Sonsini

/s/ Melissa Taunton

Melissa Taunton

/s/ Paul E. Walker

Paul E. Walker

/s/ Rick Yang

Rick Yang

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