

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 12b-25**

Commission File Number: 001-38914

**NOTIFICATION OF LATE FILING**

Form 10-K                       Form 20-F                       Form 11-K                       Form 10-Q  
 Form 10-D                       Form N-SAR                       Form N-CSR

For Period Ended: December 31, 2025

Transition Report on Form 10-K                       Transition Report on Form 10-Q  
 Transition Report on Form 20-F                       Transition Report on Form N-SAR  
 Transition Report on Form 11-K

For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

**PART I  
REGISTRANT INFORMATION**

Full name of registrant                      Celularity Inc.  
Former name if applicable  
Address of principal executive office                      170 Park Ave  
City, state and zip code                      Florham Park, NJ 07932

**PART II  
RULE 12b-25 (b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25 (b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K or Form N-SAR or Form N-CSR, or portion thereof will be filed on or before the 15<sup>th</sup> calendar day following the prescribed due date or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III  
NARRATIVE**

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR, N-CSR, or the transition report portion thereof, could not be filed within the prescribed time period.

Celularity Inc. ("Celularity") will be unable, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the year ended December 31, 2025 (the "2025 Form 10-K") with the Securities and Exchange Commission ("SEC") within the prescribed time period. Constraints in Celularity's liquidity position and financial accounting staffing levels caused a delay in the financial close and reporting process and preparation of the consolidated financial statements. Celularity is working diligently and plans to file the 2025 Form 10-K as soon as practicable.

**PART IV  
OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

John Sprague                      (908)                      845-4530  
\_\_\_\_\_  
(Name)                      (Area Code)                      (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

X Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes X No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

-2-

---

**Celularity Inc.**

(Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 31, 2026

*/s/ John Sprague*  
By: John Sprague  
Title: Acting Chief Financial Officer

---

-3-

---