
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: April 13, 2018
(Date of earliest event reported)

COHBAR, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55334
(Commission
File Number)

26-1299952
(I.R.S. Employer
Identification No.)

1455 Adams Drive, Suite 2050
Menlo Park, CA 94025
(Address of principal executive offices and zip code)

(650) 446-7888
(Registrant's telephone number, including area code)

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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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))

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.

COHBAR, INC.
FORM 8-K

Item 1.01 Entry into a Material Definitive Agreement

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

Item 3.02 Unregistered Sales of Equity Securities

On April 13, 2018, CohBar, Inc. (“CohBar” or the “Company”) entered into Note and Warrant Purchase Agreements (the “Purchase Agreements”) with certain accredited investors (the “Investors”) pursuant to which the Company issued to the Investors \$1,760,000 aggregate principal amount of its 8% Unsecured Promissory Notes Due 2021 (the “Notes”). The Notes were issued together with warrants to purchase up to an aggregate of 352,000 shares of the Company’s common stock (the “Warrants”). The Notes and Warrants represent the second and final tranche of a private offering of Notes and Warrants. The Company previously announced the first tranche closing, on March 29, 2018, in which it issued \$2,142,500 aggregate original principal amount of Notes, together with Warrants to purchase 428,500 shares of common stock.

The Notes bear interest at the rate of 8% per annum. All outstanding principal and accrued interest on the Notes will become due and payable on March 29, 2021. The Company’s obligations under the Notes may be prepaid at any time. During the term of the Notes, the Company shall not, without the prior written consent of each Noteholder, enter into a debt obligation senior in right of payment to the Company’s obligations under the Notes. Provided that the Company’s common stock is not then listed on the TSX Venture Exchange, a Noteholder may elect to cancel all or a portion of the unpaid principal and interest outstanding thereunder as payment of an equivalent amount due to the Company in connection with (i) the exercise by the Noteholder of any warrant to purchase the Company’s common stock and/or (ii) the purchase of securities issued by the Company in a future financing transaction in which the Noteholder participates.

The Warrants may be exercised at any time prior to March 29, 2021; provided, however, that if a Note is repaid prior to March 29, 2019, then the expiry date of the related Warrant is subject to acceleration. The exercise price of the Warrants, \$5.30 per share, is payable in cash or via cancellation of indebtedness outstanding under the Notes as described above. The Warrants are non-transferable.

The issuance and sale of the Notes and Warrants was completed pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506(b) promulgated thereunder.

On April 13, 2018, the Company issued a press release regarding the transactions described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

Number

Description

99.1	CohBar, Inc. press release dated April 13, 2018
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**CohBar, Inc. Announces Closing of Private Placement for Aggregate Gross
Proceeds of Approximately \$3,900,000**

Menlo Park, California – April 13, 2018 - CohBar, Inc. (NASDAQ: CWBR and TSXV: COB.U) (“CohBar” or the “Company”) is pleased to announce the closing of its second and final tranche of the previously announced private placement (the “Private Placement”) offering of non-convertible unsecured promissory notes (the “Notes”). The first tranche of the Private Placement was completed on March 29, 2018.

Pursuant to this second and final tranche of the Private Placement, the Company has issued Notes in the aggregate principal amount of US\$1,760,000 and 352,000 warrants (the “Warrants”) to the subscribers of the Notes. The Notes bear interest at a rate of 8% per annum and mature on March 29, 2021. The Warrants are exercisable at a price of US\$5.30 per common share until March 29, 2021; provided, however, that the expiry date may be accelerated in the event that some or all of the Notes are repaid prior to March 29, 2019. An insider of the Company participated in the second and final tranche of the Private Placement acquiring the principal amount of \$40,000 in Notes and 8,000 Warrants. The aggregate gross proceeds of the Private Placement is approximately US\$3,900,000 with insiders of the Company acquiring more than \$500,000 principal amount of the Notes. The Company intends to use the proceeds from the Notes primarily to support clinical activities for its lead drug candidate and for general corporate purposes.

The offering described herein was made pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended (the “Securities Act”), solely to “accredited investors” (as defined in Rule 501 of Regulation D promulgated under the Securities Act) and in Canada pursuant to exemptions from the prospectus requirements of applicable Canadian securities laws. The securities issued in the offering have not been registered under the Securities Act or the securities laws of any state of the United States, and may not be offered or sold in the U.S. absent registration or an applicable exemption from registration requirements. Under the terms of the Private Placement the Company agreed to use commercially reasonable efforts to file and have declared effective by the Securities and Exchange Commission a registration statement on Form S-3 for purposes of registering the resale of the common stock issuable upon exercise of the Warrants. All common stock issuable on exercise of Warrants issued to Canadian residents will be subject to a four month hold period from the date of issuance in accordance with applicable Canadian securities law. Any offering of the securities under the resale registration statement will only be by means of a prospectus.

About CohBar

CohBar is a preclinical stage biotechnology company focused on the research and development of mitochondria based therapeutics, an emerging class of drugs for the treatment of age-related diseases.

Forward-Looking Statements

This news release contains forward-looking statements (statements which are not historical facts) within the meaning of the Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of applicable Canadian securities laws. Forward-looking statements include statements regarding CohBar’s use of the proceeds of the Private Placement. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by CohBar, these include risks relating to CohBar’s discretion to re-allocate the use of proceeds in the context of its business. Additional assumptions, risks and uncertainties are described in detail in our registration statements, reports and other filings with the Securities and Exchange Commission and applicable Canadian securities regulators, which are available on our website, and at www.sec.gov or www.sedar.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Investor and Media Contact:

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