

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2019

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 000-55334

COHBAR, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

26-1299952

(I.R.S. Employer
Identification Number)

1455 Adams Drive, Suite 2050

Menlo Park, CA 94025

(Address of principal executive offices) (Zip Code)

(650) 446-7888

(Registrant's telephone number, including area code)

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	CWBR	Nasdaq Capital Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 5, 2019, the registrant had outstanding **42,861,422** shares of common stock.

COHBAR, INC.
FORM 10-Q
For the Quarterly Period Ended June 30, 2019

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CohBar, Inc.
Condensed Balance Sheets

	As of	
	June 30, 2019 (unaudited)	December 31, 2018
ASSETS		
Current assets:		
Cash	\$ 3,813,679	\$ 5,722,342
Investments	13,014,754	16,460,426
Prepaid expenses and other current assets	543,626	260,630
Total current assets	<u>17,372,059</u>	<u>22,443,398</u>
Property and equipment, net	463,050	520,740
Intangible assets, net	19,693	20,233
Other assets	56,793	56,793
Total assets	<u>\$ 17,911,595</u>	<u>\$ 23,041,164</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 194,420	\$ 1,142,735
Accrued liabilities	548,119	351,813
Accrued payroll and other compensation	289,907	667,661
Total current liabilities	<u>1,032,446</u>	<u>2,162,209</u>
Notes payable, net of debt discount and offering costs of \$766,238 and \$986,163 as of June 30, 2019 and December 31, 2018, respectively	3,136,262	2,916,337
Total liabilities	<u>4,168,708</u>	<u>5,078,546</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value, Authorized 5,000,000 shares; No shares issued and outstanding as of June 30, 2019 and December 31, 2018, respectively	-	-
Common stock, \$0.001 par value, Authorized 75,000,000 shares; Issued and outstanding 42,861,422 shares as of June 30, 2019 and 42,578,208 as of December 31, 2018	42,861	42,578
Additional paid-in capital	59,627,205	57,868,593
Accumulated deficit	(45,927,179)	(39,948,553)
Total stockholders' equity	<u>13,742,887</u>	<u>17,962,618</u>
Total liabilities and stockholders' equity	<u>\$ 17,911,595</u>	<u>\$ 23,041,164</u>

The accompanying notes are an integral part of these condensed financial statements

CohBar, Inc.
Condensed Statements of Operations
(unaudited)

	For The Three Months Ended		For The Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
Revenues	\$ -	\$ -	\$ -	\$ -
Operating expenses:				
Research and development	1,418,426	1,832,459	2,790,274	4,513,442
General and administrative	1,539,305	1,315,316	2,995,502	2,228,404
Total operating expenses	<u>2,957,731</u>	<u>3,147,775</u>	<u>5,785,776</u>	<u>6,741,846</u>
Operating loss	<u>(2,957,731)</u>	<u>(3,147,775)</u>	<u>(5,785,776)</u>	<u>(6,741,846)</u>
Other (expense) income:				
Interest income	87,488	8,048	181,893	19,008
Interest expense	(77,837)	(73,207)	(154,818)	(74,616)
Amortization of debt discount and offering costs	(109,962)	(103,179)	(219,925)	(105,244)
Total other (expense) income	<u>(100,311)</u>	<u>(168,338)</u>	<u>(192,850)</u>	<u>(160,852)</u>
Net loss	<u>\$ (3,058,042)</u>	<u>\$ (3,316,113)</u>	<u>\$ (5,978,626)</u>	<u>\$ (6,902,698)</u>
Basic and diluted net loss per share	<u>\$ (0.07)</u>	<u>\$ (0.08)</u>	<u>\$ (0.14)</u>	<u>\$ (0.17)</u>
Weighted average common shares outstanding - basic and diluted	<u>42,799,486</u>	<u>40,261,670</u>	<u>42,717,950</u>	<u>39,969,738</u>

The accompanying notes are an integral part of these condensed financial statements

CohBar, Inc.
Statements of Changes in Stockholders' Equity
(unaudited)

	Three and Six Month Periods Ended June 30, 2019				
	Common Stock		Additional	Accumulated	Total
	Number	Amount	Paid-in Capital	Deficit	Stockholders' Equity
Balance, December 31, 2018	42,578,208	\$ 42,578	\$ 57,868,593	\$ (39,948,553)	\$ 17,962,618
Stock based compensation	-	-	763,659	-	763,659
Exercise of employee stock options	94,530	95	151,506	-	151,601
Exercise of warrants	50,000	50	57,450	-	57,500
Net loss	-	-	-	(2,920,584)	(2,920,584)
Balance, March 31, 2019	42,722,738	\$ 42,723	\$ 58,841,208	\$ (42,869,137)	\$ 16,014,794
Stock based compensation	-	-	664,164	-	664,164
Exercise of employee stock options	138,684	138	121,833	-	121,971
Net loss	-	-	-	(3,058,042)	(3,058,042)
Balance, June 30, 2019	42,861,422	\$ 42,861	\$ 59,627,205	\$ (45,927,179)	\$ 13,742,887

	Three and Six Month Periods Ended June 30, 2018				
	Common Stock		Additional	Accumulated	Total
	Number	Amount	Paid-in Capital	Deficit	Stockholders' Equity
Balance, December 31, 2017	39,439,505	\$ 39,440	\$ 31,822,161	\$ (24,242,688)	\$ 7,618,913
Stock based compensation	-	-	978,708	-	978,708
Exercise of employee stock options	249,309	249	146,189	-	146,438
Exercise of warrants	267,333	267	588,232	-	588,499
Debt Discount on notes	-	-	711,310	-	711,310
Net loss	-	-	-	(3,586,585)	(3,586,585)
Balance, March 31, 2018	39,956,147	\$ 39,956	\$ 34,246,600	\$ (27,829,273)	\$ 6,457,283
Stock based compensation	-	-	808,470	-	808,470
Sale of common stock	2,186,855	2,187	19,397,672	-	19,399,859
Deferred offering costs	-	-	(95,805)	-	(95,805)
Exercise of employee stock options	277,374	277	242,442	-	242,719
Exercise of warrants	6,982	7	3,484	-	3,491
Debt Discount on notes	-	-	542,080	-	542,080
Net loss	-	-	-	(3,316,113)	(3,316,113)
Balance, June 30, 2018	42,427,358	42,427	55,144,943	(31,145,386)	24,041,984

The accompanying notes are an integral part of these condensed financial statements

CohBar, Inc.
Condensed Statements of Cash Flows
(unaudited)

	For The Six Months Ended June 30,	
	2019	2018
Cash flows from operating activities:		
Net loss	\$ (5,978,626)	\$ (6,902,698)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	70,651	34,312
Stock-based compensation	1,427,823	1,787,178
Amortization of debt discount	210,170	100,953
Amortization of debt issuance costs	9,755	4,290
Discount on investments	(3,328)	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(282,996)	(142,974)
Accounts payable	(948,315)	275,652
Accrued liabilities	196,306	77,490
Accrued payroll and other compensation	(377,754)	204,200
Net cash used in operating activities	(5,676,314)	(4,561,597)
Cash flows from investing activities:		
Purchases of property and equipment	(12,421)	-
Patent costs	-	1,739
Purchases of investments	(26,924,000)	(15,062,528)
Proceeds from redemptions of investments	30,373,000	7,126,461
Net cash provided by (used in) investing activities	3,436,579	(7,934,328)
Cash flows from financing activities:		
Debt issuance costs	-	(57,288)
Proceeds from the Controlled Equity Offering, net	-	19,304,054
Proceeds from exercise of warrants	57,500	591,990
Proceeds from notes payable	-	3,902,500
Proceeds from exercise of employee stock options	273,572	389,158
Net cash provided by financing activities	331,072	24,130,414
	(1,908,663)	11,634,489
Net (decrease) increase in cash		
Cash at beginning of period	5,722,342	2,823,450
Cash at end of period	\$ 3,813,679	\$ 14,457,939
Non-cash investing and financing activities:		
Warrants issued in connection with note payable	\$ -	\$ 1,253,390
Supplemental disclosure of cash flow information:		
Cash paid for:		
Income taxes	\$ 1,300	\$ 2,057

The accompanying notes are an integral part of these condensed financial statements

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 1 - Business Organization and Nature of Operations

CohBar, Inc. (“CohBar,” “its” or the “Company”) is a clinical stage biotechnology company and a leader in the research and development of mitochondria based therapeutics (MBTs), a novel and emerging class of therapeutics that have the potential to treat a wide range of diseases associated with aging and metabolic dysfunction, including non-alcoholic steatohepatitis (NASH), obesity, type 2 diabetes mellitus (T2D), fibrotic diseases, cancer, cardiovascular disease, atherosclerosis and neurodegenerative diseases such as Alzheimer’s disease.

The Company’s primary activities include the research and development of its MBT pipeline, securing intellectual property protection for its discoveries and assets, managing collaborations with contract research organizations (“CROs”) and academic institutions and raising capital. To date, the Company has not generated any revenues from operations and does not expect to generate any revenues in the near future. The Company has financed its operations primarily with proceeds from sales of its equity securities, private placements, the exercise of outstanding warrants and stock options and the issuance of debt instruments.

The unaudited interim condensed financial statements of the Company have been prepared in accordance with United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information and the rules and regulations of the Securities and Exchange Commission (“SEC”). They do not include all information and footnotes required by U.S. GAAP for complete financial statements. Except as disclosed herein, there have been no material changes in the information disclosed in the notes to the financial statements for the year ended December 31, 2018, included in the Company’s Annual Report on [Form 10-K](#) (the “2018 Form 10-K”), filed with the SEC on March 18, 2019. The interim unaudited condensed financial statements should be read in conjunction with those audited financial statements included in the 2018 Form 10-K. In the opinion of management, all adjustments considered necessary for fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three and six month periods ended June 30, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019, or any other period.

Note 2 - Liquidity and Management’s Plans

As of June 30, 2019, the Company had working capital and stockholders’ equity of \$16,339,613 and \$13,742,887, respectively. During the six months ended June 30, 2019, the Company incurred a net loss of \$5,978,626 and used \$5,676,314 in its operating activities. The Company has not generated any revenues, has incurred net losses since inception and does not expect to generate revenues in the near term. Factors such as these and the Company’s projected cash burn raised substantial doubt about its ability to continue as a going concern for at least one year from the issuance of these financial statements. However, management has substantial latitude as to the timing and amount of the expenses it incurs and such latitude and control of those expenditures alleviated the substantial doubt. The Company believes that it has sufficient capital to meet its operating expenses and obligations for the next twelve months from the date of this filing. However, if unanticipated difficulties or circumstances arise, the Company may require additional capital sooner to support its operations. If the Company is unable to raise additional capital whenever necessary, it may be forced to decelerate or curtail its research and development activities and/or other operations until such time as additional capital becomes available. Such limitation of its activities would allow the Company to slow its rate of spending and extend its use of cash until additional capital is raised. There can be no assurance that such a plan would be successful. There is no assurance that additional financing will be available when needed or that the Company will be able to obtain such financing on reasonable terms.

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 3 - Summary of Significant Accounting Policies

BASIS OF PRESENTATION

All amounts are presented in U.S. Dollars.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at dates of the financial statements and the reported amounts of revenue and expenses during the periods. Actual results could differ from these estimates. The Company's significant estimates and assumptions include the fair value of financial instruments, stock-based compensation and the valuation allowance relating to the Company's deferred tax assets.

CONCENTRATIONS OF CREDIT RISK

The Company maintains deposits in a financial institution which is insured by the Federal Deposit Insurance Corporation ("FDIC"). At various times, the Company has deposits in this financial institution in excess of the amount insured by the FDIC. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

INVESTMENTS

Investments consist of U.S. Treasury Bills of \$13,014,754, which are classified as held-to-maturity. The Company determines the appropriate balance sheet classification of its investments at the time of purchase and evaluates the classification at each balance sheet date. All of the Company's U.S. Treasury Bills mature within the next twelve months. Unrealized gains and losses are *de minimus*. As of June 30, 2019, the carrying value of the Company's U.S. Treasury Bills approximates their fair value due to their short-term maturities.

COMMON STOCK PURCHASE WARRANTS

The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) provide the Company with a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement) providing that such contracts are indexed to the Company's own stock. The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside the Company's control), or (ii) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). The Company assesses classification of its common stock purchase warrants and other free-standing derivatives at each reporting date to determine whether a change in classification between assets, liabilities and equity is required. The Company's free-standing derivatives consist of warrants to purchase common stock that were issued in connection with its notes payable and private offering. The Company evaluated these warrants to assess their proper classification using the applicable criteria enumerated under U.S. GAAP and determined that the common stock purchase warrants meet the criteria for equity classification in the accompanying condensed balance sheets as of June 30, 2019 and December 31, 2018.

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 3 - Summary of Significant Accounting Policies (continued)

SHARE-BASED PAYMENT

The Company accounts for share-based payments using the fair value method. For employees and directors, the fair value of the award is measured, as discussed below, on the grant date. For non-employees, fair value is generally valued based on the fair value of the services provided or the fair value of the equity instruments on the measurement date, whichever is more readily determinable. The Company has granted stock options at exercise prices equal to the higher of (i) the closing price of the Company's common stock as reported by Nasdaq or (ii) the closing price of the Company's common stock as reported by the TSX Venture Exchange as determined by the board of directors, with input from management on the date of grant. Upon exercise of an option or warrant, the Company issues new shares of common stock out of its authorized shares.

The weighted-average fair value of options and warrants has been estimated on the grant date or measurement date using the Black-Scholes pricing model. The fair value of each instrument is estimated on the grant date or measurement date utilizing certain assumptions for a risk-free interest rate, volatility and expected remaining lives of the awards. The risk-free interest rate used is the United States Treasury rate for the day of the grant having a term equal to the life of the equity instrument. Beginning with the current year, the fair value of stock-based payment awards issued was estimated using a volatility derived from the Company's share price. Prior to the current year, the Company had a limited history of being publicly traded and estimated the fair value of stock-based payment awards using a volatility derived from an index of comparable entities. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the number of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

The weighted-average Black-Scholes assumptions are as follows:

	For the Three Months Ended		For Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
Expected life	6.25 years	5 years	6.25 years	5 years
Risk free interest rate	2.19%	2.70%	2.21%	2.63%
Expected volatility	76%	81%	76%	81%
Expected dividend yield	0%	0%	0%	0%
Forfeiture rate	0%	0%	0%	0%

As of June 30, 2019, total unrecognized stock option compensation expense is \$5,957,615, which will be recognized as those options vest over a period of approximately four years. The amount of future stock option compensation expense could be affected by any future option grants or by any option holders leaving the Company before their grants are fully vested.

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 3 - Summary of Significant Accounting Policies (continued)

NET LOSS PER SHARE OF COMMON STOCK

Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net earnings per share reflects the potential dilution that could occur if securities or other instruments to issue common stock were exercised or converted into common stock. Potentially dilutive securities are excluded from the computation of diluted net loss per share as their inclusion would be anti-dilutive and consist of the following:

	As of June 30,	
	2019	2018
Options	7,741,814	5,886,272
Warrants	4,907,223	5,039,205
Totals	12,649,037	10,925,477

RECENT ACCOUNTING PRONOUNCEMENTS

In July 2018, the FASB issued ASU No. 2018-09, "Codification Improvements" ("ASU 2018-09"). These amendments provide clarifications and corrections to certain ASC subtopics including, but not limited to, the following: *Income Statement - Reporting Comprehensive Income - Overall* (Topic 220-10), *Debt - Modifications and Extinguishments* (Topic 470-50), *Distinguishing Liabilities from Equity - Overall* (Topic 480-10), *Compensation - Stock Compensation - Income Taxes* (Topic 718-740) and *Fair Value Measurement - Overall* (Topic 820-10). The majority of the amendments in ASU 2018-09 is effective in annual periods beginning after December 15, 2018. The adoption of ASU 2018-09 did not have a material impact on the financial statements contained herein.

Note 4 - Accrued Liabilities

Accrued liabilities consist of:

	As of June 30, 2019	As of December 31, 2018
Lab services & supplies	\$ 119,029	\$ 103,766
Professional & other fees	42,274	16,048
Interest	386,816	231,999
Total accrued liabilities	\$ 548,119	\$ 351,813

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 5 - Commitments and Contingencies

LITIGATIONS, CLAIMS AND ASSESSMENTS

The Company may from time to time be party to litigation and subject to claims incident to the ordinary course of business. As the Company grows and gains prominence in the marketplace it may become party to an increasing number of litigation matters and claims. The outcome of litigation and claims cannot be predicted with certainty, and the resolution of these matters could materially affect the Company's future results of operations, cash flows or financial position. The Company is not currently a party to any legal proceedings.

OPERATING LEASE

The Company is a party to (i) a lease agreement for laboratory space leased on a month-to-month basis that is part of a shared facility in Menlo Park, California, and (ii) a one-year lease agreement for office space in Fairfield, New Jersey, which expires in September 2019.

Rent expense was \$85,190 and \$70,356 for the three months ended June 30, 2019 and 2018, respectively. Rent expense was \$170,379 and \$140,712 for the six months ended June 30, 2019 and 2018, respectively.

Note 6 - Stockholders' Equity

STOCK OPTIONS

The Company has an incentive stock plan, the Amended and Restated 2011 Equity Incentive Plan (the "2011 Plan"), and has granted stock options to employees, non-employee directors and consultants from the 2011 Plan. Options granted under the 2011 Plan may be Incentive Stock Options or Non-statutory Stock Options, as determined by the Administrator at the time of grant. As of June 30, 2019, there were 1,289,106 shares remaining available for issuance under the 2011 Plan.

During the six months ended June 30, 2019, the Company granted stock options to employees and non-employee directors to purchase 2,579,000 shares of the Company's common stock with grant date prices that ranged between \$1.72 to \$3.15 per share. The stock options have terms of ten years and are subject to vesting based on continuous service of the awardee over periods ranging between zero and four years. The stock options have an aggregate grant date fair value of \$3,266,611.

The stock options granted during the six months ended June 30, 2019, included an option to purchase 430,000 shares of common stock that contained service and performance conditions to be met for those options to begin vesting. The option holder had to be continuously employed to meet the service condition and attain certain funding milestones over a two-year period to satisfy the performance condition.

During the six months ended June 30, 2019, stock options to purchase 233,214 shares of common stock were exercised for cash proceeds of \$273,572.

The Company recorded stock-based compensation as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
Research and development	\$ 237,331	\$ 337,730	\$ 510,142	\$ 1,111,389
General and administrative	426,833	470,740	917,681	675,789
Total	\$ 664,164	\$ 808,470	\$ 1,427,823	\$ 1,787,178

The following table represents stock option activity for the six months ended June 30, 2019:

	Stock Options		Exercise Price		Fair Value	Contractual	Aggregate Intrinsic Value
	Outstanding	Exercisable	Outstanding	Exercisable	Vested	Life (Years)	
Balance – December 31, 2018	5,488,282	4,384,294	\$ 2.10	\$ 1.32	\$ 1.32	5.80	\$ -
Granted	2,579,000	-	-	-	-	-	-
Exercised	(233,214)	-	-	-	-	-	-
Cancelled	(92,254)	-	-	-	-	-	-
Balance – June 30, 2019	7,741,814	4,540,410	\$ 2.15	\$ 1.45	\$ 1.45	6.27	\$ 2,768,087

COHBAR, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(unaudited)

Note 6 - Stockholders' Equity (continued)

The following table summarizes information on stock options outstanding and exercisable as of June 30, 2019:

	Grant Price		Weighted Average Exercise Price	Total Outstanding	Number Exercisable	Weighted Average Remaining Contractual Term
	From	To				
\$	0.26	\$ 2.02	\$ 0.89	3,299,604	3,281,062	4.06 years
\$	2.10	\$ 4.60	\$ 2.46	3,737,335	850,980	9.15 years
\$	5.30	\$ 8.86	\$ 6.60	704,875	408,368	8.86 years
			Totals	7,741,814	4,540,410	

WARRANTS

During the six months ended June 30, 2019, warrants to purchase 50,000 shares of the Company's common stock were exercised for aggregate cash proceeds of \$57,500.

	Warrants		Exercise Price		Fair Value Vested	Contractual Life (Years)	Aggregate Intrinsic Value
	Outstanding	Exercisable	Outstanding	Exercisable			
	Balance – December 31, 2018	4,964,205	4,907,223	\$ 2.39	\$ 2.39	\$ 1.14	2.27
Granted	-	-	-	-	-	-	-
Exercised	(50,000)	-	-	-	-	-	-
Cancelled	(6,982)	-	-	-	-	-	-
Balance – June 30, 2019	<u>4,907,223</u>	<u>4,907,223</u>	<u>\$ 2.40</u>	<u>\$ 2.40</u>	<u>\$ 1.11</u>	<u>1.80</u>	<u>\$ 1,175,115</u>

During the six months ended June 30, 2019, warrants to purchase 6,982 shares of the Company's common stock expired and were cancelled.

Note 7 - Non-Cash Expenses

The following table details the Company's non-cash expenses included in the accompanying condensed statements of operations:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2019	2018	2019	2018
Operating expenses:				
Stock based compensation	\$ 664,164	\$ 808,470	\$ 1,427,823	\$ 1,787,178
Depreciation & amortization	36,028	17,073	70,651	34,312
Subtotal	<u>\$ 700,192</u>	<u>\$ 825,543</u>	<u>\$ 1,498,474</u>	<u>\$ 1,821,490</u>
Other expense:				
Amortization of debt discount	105,085	98,977	210,170	100,953
Total non-cash expenses	<u>\$ 805,277</u>	<u>\$ 924,520</u>	<u>\$ 1,708,644</u>	<u>\$ 1,922,443</u>

Note 8 - Subsequent Events

Management has evaluated subsequent events to determine if events or transactions occurring through the date on which the condensed financial statements were issued require adjustment or disclosure in the Company's condensed financial statements.

No such events occurred subsequent to the date of the financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is based upon our financial statements as of the dates and for the periods presented in this section. You should read this discussion and analysis in conjunction with the financial statements and notes thereto found in Part I, Item 1 of this Form 10-Q and our financial statements and notes thereto included in our Annual Report on [Form 10-K](#) for the year ended December 31, 2018 (the "2018 Form 10-K"). All references to the second quarter mean the three-month period ended June 30, 2019, and all references to the first six months of 2019 and 2018 mean the six-month periods ended June 30, 2019 and 2018, respectively. Unless the context otherwise requires, "CohBar," "we," "us" and "our" refer to CohBar, Inc.

Special Note Regarding Forward-Looking Statements

This report, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results that are based on our current expectations, estimates, forecasts, and projections about our business, our potential drug candidates, our capital resources and ability to fund our operations, our results of operations, the industry in which we operate and the beliefs and assumptions of our management. Words such as "expect," "anticipate," "target," "goal," "project," "would," "could," "intend," "plan," "believe," "seek" and "estimate," variations of these words, and similar expressions are intended to identify those forward-looking statements. These forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in this report under the section entitled "Risk Factors" in Item 1A of Part I of the 2018 Form 10-K, as supplemented or modified in our quarterly reports on Form 10-Q. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, whether as a result of new information, future events or otherwise, except as may be required by law.

Overview

We are a clinical stage biotechnology company and a leader in the research and development of mitochondria based therapeutics (MBTs), an emerging class of drugs with the potential to treat a wide range of diseases associated with aging and metabolic dysfunction, including non-alcoholic steatohepatitis (NASH), obesity, type 2 diabetes mellitus (T2D), fibrotic diseases, cancer, cardiovascular disease, atherosclerosis and neurodegenerative diseases such as Alzheimer's disease.

MBTs originate from almost two decades of research by our founders, resulting in their discovery of a novel group of mitochondrial-derived peptides (MDPs) encoded within the mitochondrial genome. Some of these naturally occurring MDPs and their analogs have demonstrated a range of biological activity and therapeutic potential in research models across multiple diseases associated with aging.

We are focused on building our organization, enhancing our scientific and management teams and their capabilities, planning and strategy, raising capital and the research and development of our MDPs. Our research efforts have focused on discovering and evaluating our MDPs for potential development as MBT drug candidates. We seek to identify and advance research on MDPs with superior potential for yielding an MBT drug candidate, and ultimately a drug, for which we have a strong intellectual property position.

Our lead MBT candidate for the potential treatment of NASH and obesity is CB4211, a novel optimized analog of the MOTS-c MDP. In July 2018, we announced the initiation of a Phase 1a/1b clinical study of CB4211. The double-blind, placebo-controlled clinical study is designed to initially assess the safety, tolerability, and pharmacokinetics of CB4211 following single and multiple-ascending doses in healthy subjects. The final Phase 1b stage of the study, which has not yet started, is designed to assess the safety, tolerability, and activity of CB4211 in obese subjects with non-alcoholic fatty liver diseases (NAFLD). Assessments will include changes in liver fat assessed by MRI-PDFF, body weight, and biomarkers relevant to NASH and obesity.

In November 2018, we announced the temporary suspension of our Phase 1 clinical study of CB4211 to address mild but persistent injection site reactions. These injection site reactions, which were observed in the Phase 1a dose escalation part of the study, were generally seen as painless bumps at the injection site that can be felt under the skin, but in most cases would be otherwise undetectable. We believe, based on the data accumulated, that some of the administered dose of CB4211 remained localized in the tissue at the injection site, thereby causing these bumps to occur. In May 2019, we received regulatory feedback for our plan to address this issue and in June 2019 we resumed the trial. While we anticipate receiving topline data in the second or third quarters of 2020, we cannot predict with certainty when such data will be available.

To date, our founders and scientific team have discovered a large number of MDPs that have demonstrated a range of biological activities and therapeutic potential. Our ongoing research and development of our pipeline MDPs is focused on identifying and advancing novel improved analogs of those MDPs that have the greatest therapeutic and commercial potential for development into drugs.

We have financed our operations primarily with proceeds from sales of our equity securities, including our initial public offering (“IPO”), private placements, a debt offering, public sales of our securities, and the exercise of outstanding warrants and stock options. Since our inception through June 30, 2019, our operations have been funded with an aggregate of approximately \$56.3 million from the sale and issuance of equity instruments and debt.

Since inception, we have incurred significant operating losses. Our net losses were \$5,978,626 and \$6,902,698 for the six months ended June 30, 2019 and 2018, respectively. Our net losses included \$1,708,644 and \$1,922,443 of non-cash expenses for the six months ended June 30, 2019 and 2018, respectively. Our net losses excluding non-cash expenses were \$4,269,982 and \$4,980,255 for the six months ended June 30, 2019 and 2018, respectively. As of June 30, 2019, we had an accumulated deficit of \$45,927,179. We expect to continue to incur significant expenses and operating losses over the next several years. Our net losses may fluctuate significantly from quarter to quarter and from year to year. We anticipate incurring increasing expenses as we advance CB4211 through the clinic, and as we conduct pre-clinical development of our other research peptides, continue development of our MBTs and seek to expand our intellectual property portfolio.

Financial Operations Review

Revenue

To date, we have not generated any revenue from product sales and do not expect to generate any revenue from the sale of products in the near future. In the future, we will seek to generate revenue from product sales, either directly or under any future licensing, development or similar relationship with a strategic partner.

Research and Development Expenses

Our research and development programs include activities in support of the clinical development of our lead MBT candidate program, CB4211, as well as the operation of our platform technology related to the discovery and development of new MBTs, evaluation of newly discovered MDPs, design of novel improved analogs, evaluation of their therapeutic potential, and optimization of their characteristics as potential MBT drug development candidates. Depending on factors of capability, cost, efficiency and intellectual property rights, we conduct our research programs independently at our laboratory facility, pursuant to contractual arrangements with CROs or under collaborative arrangements with academic institutions.

The success of our research programs and the timing of those programs and the possible development of research peptides into drug candidates is highly uncertain. As such, at this time, we cannot reasonably estimate or know the nature, timing or estimated costs of the efforts that will be necessary to complete research and development of a commercial drug. We are also unable to predict when, if ever, we will receive material net cash inflows from our operations. This is due to the numerous risks and uncertainties associated with developing medicines, including the uncertainty of:

- establishing an appropriate safety profile with toxicology studies;
- successfully designing, enrolling and completing clinical trials;
- receiving marketing approvals from applicable regulatory authorities;
- establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers;
- obtaining and enforcing patent and trade secret protection for our product candidates;
- launching commercial sales of the products, if and when approved, whether alone or in collaboration with others; and
- maintaining an acceptable safety profile of the products following approval.

A change in the outcome of any of these variables with respect to the development of any of our product candidates would significantly change the costs and timing associated with the development of that product candidate.

Research and development activities are central to our business model. Most of our MBT drug target candidates are in early stages of investigational research. Candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect research and development costs to increase for the foreseeable future as our product candidate development programs progress. However, we do not believe that it is possible at this time to accurately project total program-specific expenses through commercialization. There are numerous factors associated with the successful commercialization of any of our product candidates, including future trial design and various regulatory requirements, many of which cannot be determined with accuracy at this time based on our stage of development. Additionally, future commercial and regulatory factors beyond our control will impact our clinical development programs and plans.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and other related costs, including stock-based compensation, for personnel in executive, finance and administrative functions. Other significant costs include legal fees relating to patent and corporate matters and fees for accounting and consulting services and directors and officers insurance.

Results of Operations

The following table sets forth our results of operations for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of financial results to be achieved in future periods.

	For The Three Months Ended June		Change	
	30,			
	2019	2018	\$	%
Operating expenses:				
Research and development	\$ 1,418,426	\$ 1,832,459	\$ (414,033)	-23%
General and administrative	1,539,305	1,315,316	223,989	17%
Total operating expenses	<u>\$ 2,957,731</u>	<u>\$ 3,147,775</u>	<u>\$ (190,044)</u>	<u>-6%</u>

Comparison of Three Months Ended June 30, 2019 and 2018

Research and development expenses were \$1,418,426 in the three months ended June 30, 2019 compared to \$1,832,459 in the prior year period, a decrease of \$414,033. The decrease in research and development expenses was primarily due to lower clinical and pre-clinical costs of \$588,168 related to the timing of those expenses and the temporary clinical suspension in the current year quarter and a decrease of \$77,327 in peptide synthesis services due to the timing of those costs. These decreases were partially offset by an increase of \$355,510 in expenses associated with our research programs focused on continuing our development of peptides. We expect research and development expenses to increase in the coming quarters as we continue to advance our lead MBT candidate program through our clinical trial and evaluate and optimize other MDPs as potential MBT drug candidates.

General and administrative expenses were \$1,539,305 in the three months ended June 30, 2019 compared to \$1,315,316 in the prior year period, an increase of \$223,989. The increase was due to a \$104,297 increase in legal fees primarily related to costs associated with the protection of our intellectual property, an \$82,397 increase in recruiting costs related to our search for a new Chief Executive Officer, and a \$74,625 increase in directors' fees due to the appointment of new directors and changes in board compensation. We expect general and administrative expenses for the year ending December 31, 2019 to be higher in comparison to the prior year.

	For The Six Months Ended		Change	
	June 30,		\$	%
	2019	2018		
Operating expenses:				
Research and development	\$ 2,790,274	\$ 4,513,442	\$ (1,723,168)	-38%
General and administrative	2,995,502	2,228,404	767,098	34%
Total operating expenses	\$ 5,785,776	\$ 6,741,846	\$ (956,070)	-14%

Comparison of Six Months Ended June 30, 2019 and 2018

Research and development expenses were \$2,790,274 in the six months ended June 30, 2019 compared to \$4,513,442 in the prior year period, a decrease of \$1,723,168, or 38%. The decrease in research and development expenses was primarily due to \$1,646,265 of costs incurred in the prior year period which related to timing of our pre-clinical and clinical activities during such period.

General and administrative expenses were \$2,995,502 in the six months ended June 30, 2019 compared to \$2,228,404 in the prior year period, an increase of \$767,098, or 34%. The increase was due to a \$241,891 increase in stock-based compensation primarily related to new grants made in the current year period, a \$135,397 increase in recruiting costs related to our search for a new Chief Executive Officer, a \$120,625 increase in directors fees due the appointment of new directors and to the changes in board compensation and a \$100,580 increase in legal fees primarily related to costs associated with the protection of our intellectual property.

Liquidity and Capital Resources

As of June 30, 2019, we had a cash balance of \$3,813,679. We maintain our cash in a checking and savings account on deposit with a banking institution in the United States. We also maintain a portfolio of short-term highly liquid securities investing in U.S. Treasury Bills. As of June 30, 2019, we had an investments balance of \$13,014,754.

As of June 30, 2019, we had working capital and stockholders' equity of \$16,339,613 and \$13,742,887, respectively. During the six months ended June 30, 2019, we incurred a net loss of \$5,978,626. We have not generated any revenues, have incurred net losses since inception and do not expect to generate revenues in the near term. Factors such as these and our projected cash burn raised substantial doubt about our ability to continue as a going concern for at least one year from the issuance of these financial statements. However, we have substantial latitude as to the timing and amount of the expenses incurred and such latitude and control of those expenditures alleviated the substantial doubt. We believe that we have sufficient capital to meet our operating expenses and obligations for the next twelve months from the date of this filing. However, if unanticipated difficulties or circumstances arise we may require additional capital sooner to support our operations. If we are unable to raise additional capital whenever necessary, we may be forced to decelerate or curtail our research and development activities and/or other operations until such time as additional capital becomes available. Such limitation of our activities would allow us to slow our rate of spending and extend our use of cash until additional capital is raised. There can be no assurance that such a plan will be successful. There is no assurance that additional financing will be available when needed or that we will be able to obtain such financing on reasonable terms.

Cash Flows from Operating Activities

Net cash used in operating activities for the six months ended June 30, 2019 and 2018 was \$5,676,314 and \$4,561,597, respectively. The cash used in operations for the six months ended June 30, 2019 was primarily due to our reported net loss of \$5,978,626 and the decrease in accounts payable of \$948,315 due to the timing of payments made during the current year period, partially offset by \$1,427,823 in stock-based compensation. The cash used in operations for the six months ended June 30, 2018 was primarily due to our reported net loss of \$6,902,698, partially offset by \$1,787,178 in stock-based compensation and the \$275,652 increase in accounts payable related to invoices received for our clinical trials.

Cash Flows from Investing Activities

Net cash provided by investing activities was \$3,436,579 in the six months ended June 30, 2019, and was due to the timing of redemptions of our investments in certificates of deposit and treasury bills. Net cash used in investing activities was \$7,934,328 in the six months ended June 30, 2018, and was due to the timing of purchases of our investments in certificates of deposit and treasury bills.

Cash Flows from Financing Activities

Net cash provided by financing activities in the six months ended June 30, 2019 and 2018 was \$331,072 and \$24,130,414, respectively. Cash provided by financing activities in the six months ended June 30, 2019 was due the exercise of warrants and stock options. Cash provided by financing activities in the six months ended June 30, 2018 was due to the receipt of net proceeds totaling \$19,304,054 from our Controlled Equity Offering, \$3,902,500 from the issuance of promissory notes and \$981,148 from the exercise of warrants and stock options.

Contractual Obligations

We are a party to (i) a lease agreement for laboratory space leased on a month-to month basis that is part of a shared facility in Menlo Park, California and (ii) a one-year lease agreement for office space in Fairfield, New Jersey, which expires in September 2019.

Rent expense was \$85,190 and \$70,356 for the three months ended June 30, 2019 and 2018, respectively. Rent expense was \$170,379 and \$140,712 for the six months ended June 30, 2019 and 2018, respectively.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet financing arrangements at June 30, 2019.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company as defined by the rules and regulations of the SEC, we are not required to provide this information.

Item 4. Evaluation of Disclosure Controls and Procedures

In accordance with Rule 13a-15 of the Securities Exchange Act of 1934 (the "Exchange Act"), as of the end of the period covered by this Quarterly Report on Form 10-Q, our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, our management, including the Chief Executive Officer and Chief Financial Officer, have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the three months ended June 30, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We may from time to time be party to litigation and subject to claims incident to the ordinary course of business. As we grow and gain prominence in the marketplace, we may become party to an increasing number of litigation matters and claims. The outcome of litigation and claims cannot be predicted with certainty, and the resolution of these matters could materially affect our future results of operations, cash flows or financial position. We are not currently a party to any legal proceedings.

Item 1A. Risk Factors

A description of the risks associated with our business, financial conditions and results of operations is set forth in Item 1A of our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2018 and filed with the SEC on March 18, 2019. There have been no material changes to these risks during the three months ended June 30, 2019.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Sales of Unregistered Securities

None.

Use of Proceeds from Registered Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed herewith and this list is intended to constitute the exhibit index.

Exhibit Number	Description
10.1	Interim Chief Executive Officer Agreement Extension, dated April 6, 2019, by and between Philippe Calais and CohBar, Inc. – Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K filed with the Commission April 11, 2019.
10.2	Executive Employment Agreement, dated May 6, 2019, by and between CohBar, Inc. and Steven B. Engle. – Incorporated by reference to Exhibit 10.2 of our Quarterly Report on Form 10-Q filed with the Commission May 8, 2019.
10.3	Addendum to the Executive Employment Agreement, dated November 27, 2013, by and between CohBar, Inc. and Jeffrey F. Biunno.
31.1	Certification of Principal Executive Officer Pursuant to Rule 13-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Pursuant to Rule 13-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on.

Date: August 9, 2019

COHBAR, INC.

By: /s/ Jeffrey F. Biunno
Jeffrey F. Biunno
Chief Financial Officer, Treasurer and Secretary
(Principal Financial Officer)

SECOND AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT

This Second Amendment to Executive Employment Agreement (this “**Amendment**”), dated as of June 4, 2019, amends that certain Executive Employment Agreement (the “**Agreement**”), dated as of November 27, 2013, as amended by that Amendment to Executive Employment Agreement, dated as of July 11, 2016, by and between CohBar, Inc., a Delaware corporation (the “**Company**”), and Jeffrey Biunno. The Company and Mr. Biunno hereby agree to amend the provisions of the Agreement as follows:

1. Section 6 of the Agreement is hereby deleted and replaced in its entirety with the following:

6. **Bonus.** You may also be eligible for a yearly target bonus of up to twenty-five percent (25%) of Your Base Salary (“**Target Bonus**”) or such other amount as may be determined by the Compensation Committee of the Company’s Board of Directors from time to time. Whether You receive a Target Bonus shall depend on personal and/or Company performance criteria established by the Board in its discretion. Decisions on the grant of a Target Bonus, the criteria under which the Target Bonus shall be awarded, the achievement of such criteria, the amount of any Target Bonus earned, and the timing of the Target bonus payment are solely within the discretion of the Board. Any Target Bonus payment made to You will be subject to the normal and/or authorized deductions and withholdings.

2. Except as otherwise set forth herein the Agreement will remain unmodified and in full force and effect.

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EXECUTED as of this 4th day of June, 2019.

COHBAR, INC.

By: /s/ Steven Engle

Name: Steven Engle

Title: CEO

JEFFREY BIUNNO

/s/ Jeffrey Biunno

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven Engle, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CohBar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with general accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 9, 2019

Date

By: /s/ Steven Engle

Steven Engle
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Jeffrey F. Biunno, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CohBar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with general accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 9, 2019

Date

By: /s/ Jeffrey F. Biunno

Jeffrey F. Biunno
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(Subsection (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officers of CohBar, Inc., a Delaware corporation (the "Company"), do hereby certify that:

1. To our knowledge, the Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and
2. The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 9, 2019
Date

By: /s/ Steven Engle
Steven Engle
Chief Executive Officer
(Principal Executive Officer)

August 9, 2019
Date

By: /s/ Jeffrey F. Biunno
Jeffrey F. Biunno
Chief Financial Officer
(Principal Financial and Accounting Officer)