

**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: June 16, 2020  
(Date of earliest event reported)**

**COHBAR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

**001-38326**  
\_\_\_\_\_  
(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))

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class | Trading Symbol(s) | Name of each exchange<br>on which registered |
|---------------------|-------------------|--|
| Common Stock        | CWBR              | Nasdaq Capital Market                        |

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As noted below, at the Annual Meeting of the stockholders of CohBar, Inc (the “Company”), held on June 16, 2020 (the “Annual Meeting”), the Company’s stockholders approved an amendment (the “Plan Amendment”) to the Company’s Amended and Restated 2011 Equity Incentive Plan (the “Plan”). The Plan Amendment was previously approved by the Company’s Board of Directors, subject to stockholder approval at the Annual Meeting. The Plan Amendment increased the number of shares reserved for issuance thereunder by 4,000,000. After giving effect to the Plan Amendment, there are 14,000,000 total shares reserved for issuance under the 2011 Equity Incentive Plan (including shares reserved for issuance under currently outstanding stock options).

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As noted below, at the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s certificate of incorporation to increase the number of the Company’s authorized shares of common stock from 75,000,000 to 180,000,000. On June 17, 2020, the Company filed an amendment (the “Certificate Amendment”) to the Third Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to effect such amendment. A copy of the Certificate Amendment is filed as Exhibit 3.1 to this report.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Company’s stockholders: (i) elected Albion Fitzgerald, Jon Stern, Nir Barzilai, Pinchas Cohen, Phyllis Gardner, David Greenwood, Misha Petkevich and Steven Engle to the Company’s Board of Directors, each to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified; (ii) ratified the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020; (iii) approved the Plan Amendment; and (iv) approved the Certificate Amendment.

The following is a summary of the voting results for each matter submitted to the stockholders:

*Proposal 1. Election of Directors*

| Name              | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Albion Fitzgerald | 18,716,331 | 10,955         | 6,299,384        |
| Jon Stern         | 18,553,576 | 173,710        | 6,299,384        |
| Nir Barzilai      | 18,519,596 | 207,690        | 6,299,384        |
| Pinchas Cohen     | 18,519,596 | 207,690        | 6,299,384        |
| Phyllis Gardner   | 18,716,331 | 10,955         | 6,299,384        |
| David Greenwood   | 18,716,306 | 10,980         | 6,299,384        |
| Misha Petkevich   | 18,716,330 | 10,956         | 6,299,384        |
| Steven Engle      | 18,553,601 | 173,685        | 6,299,384        |

*Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm*

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 24,558,327 | 456,853       | 11,490      | --               |

*Proposal 3. Approval of an Amendment to the Company's Amended and Restated 2011 Equity Incentive Plan*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 17,339,320       | 1,278,448            | 109,518            | 6,299,384               |

*Proposal 4. Approval of an Amendment to the Company's Third Amended and Restated Certificate of Incorporation*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 23,047,796       | 1,877,216            | 101,658            | --                      |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is furnished herewith and this list is intended to constitute the exhibit index:

3.1 [Amendment to Third Amended and Restated Certificate of Incorporation.](#)



**Certificate of Amendment  
of  
Third Amended and Restated Certificate of Incorporation of  
CohBar Inc.**

CohBar, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (“**DGCL**”), DOES HEREBY CERTIFY that:

FIRST: The name of this corporation is CohBar, Inc.

SECOND: This corporation was originally incorporated pursuant to the General Corporation Law on September 16, 2009 under the name CohBar, Inc.

THIRD: This Certificate of Amendment amends the provisions of the Corporation’s Third Amended and Restated Certificate of Incorporation, as amended (the “**Certificate of Incorporation**”).

FOURTH: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the DGCL.

FIFTH: Article IV of the Certificate of Incorporation shall be and is hereby amended by replacing the first paragraph thereof in its entirety as follows:

The Company is authorized to issue two (2) classes of stock, to be designated, respectively, “**Common Stock**” and “**Preferred Stock**.” The total number of shares which the Company is authorized to issue is 185,000,000 shares, \$0.001 par value per share. 180,000,000 shares shall be Common Stock and 5,000,000 shares shall be Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 17th day of June, 2020.

**COHBAR, INC.**

By: /s/ Jeff Biunno  
Name: Jeff Biunno  
Title: Chief Financial Officer