

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

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
(650) 446-7888

(Address, including zip code, of principal executive offices)

Amended and Restated 2011 Equity Incentive Plan
(Full title of the plan)

Steven Engle
Chief Executive Officer
CohBar, Inc.

1455 Adams Drive, Suite 2050
Menlo Park, CA 94025
(650) 446-7888

(Name and address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Amanda Rose, Esq.
Chelsea Anderson, Esq.
Fenwick & West LLP
1191 Second Avenue, Floor 10
Seattle, WA 98101
(206) 389-4510

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price Per Share⁽³⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
— To be issued under the Amended and Restated 2011 Equity Incentive Plan	4,000,000 ⁽²⁾	\$2.365	\$9,460,000	\$1,228

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) Represents additional shares of common stock reserved for issuance under the Registrant’s Amended and Restated 2011 Equity Incentive Plan (the “2011 Plan”) resulting from stockholder approval of an amendment to the 2011 Plan on June 16, 2020.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$2.365, the average of high and low prices of the Registrant’s common stock on the Nasdaq Capital Market on June 18, 2020.

**EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

CohBar, Inc. (the “Registrant”), is filing this Registration Statement on Form S-8 to register 4,000,000 additional shares of its common stock, \$0.001 par value per share (“Common Stock”), for issuance under its Amended and Restated 2011 Equity Incentive Plan, as amended (the “Plan”). The Plan was originally adopted by the Registrant’s board of directors (the “Board”) on November 3, 2014, and approved by the Registrant’s stockholders on December 15, 2014. Amendments to increase the number of shares of Common Stock authorized under the Plan by 718,471 shares to 7,171,540 shares and by 2,828,460 shares to 10,000,000 shares were approved by the Board on April 11, 2017 and April 20, 2018, respectively, and approved by the Registrant’s stockholders on June 15, 2017 and June 19, 2018, respectively. A further amendment to increase the number of shares of Common Stock authorized under the Plan by 4,000,000 shares to a total of 14,000,000 shares was adopted by the Board on April 7, 2020 and was approved by the Registrant’s stockholders on June 16, 2020. A total of 6,453,069 shares of Common Stock issuable or reserved for issuance under the Plan were previously registered on the Registrant’s Form S-8 ([No. 333-205412](#)), which was filed with the Securities and Exchange Commission and declared effective on July 1, 2015 and a total of 3,546,931 shares of Common Stock issuable or reserved for issuance under the Plan were previously registered on the Registrant’s Form S-8 ([No. 333-226434](#)), which was filed with the Securities and Exchange Commission and declared effective on July 30, 2018, the contents of which are incorporated by reference herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (a) The Registrant’s annual report on [Form 10-K](#) for the year ended December 31, 2019, as filed with the Commission on March 12, 2020, including information specifically incorporated into the Registrant’s Form 10-K from the Registrant’s definitive proxy statement on [Schedule 14A](#), as filed with the Commission on April 29, 2020;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the SEC on December 13, 2017, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Third Amended and Restated Certificate of Incorporation of the Registrant.	S-1	333-200033	3.2	12/16/2014	
3.2	Certificate of Amendment to Third Amended and Restated Certificate of Incorporation of the Registrant.	8-K	000-38326	3.1	06/18/2020	
3.2	Amended and Restated Bylaws of the Registrant.	S-1	333-200033	3.4	12/16/2014	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (included on the signature page to this Registration Statement).					X
99.1	Amended and Restated 2011 Equity Incentive Plan.	8-K	000-55334	10.1	01/08/2015	
99.2	Form of Option Agreement.	S-1	333-200033	10.2	11/07/2014	
99.3	First Amendment to Amended and Restated 2011 Equity Incentive Plan.	10-Q	000-55334	10.1	08/14/2017	
99.4	Second Amendment to Amended and Restated 2011 Equity Incentive Plan.	S-8	333-226434	99.4	07/30/2018	
99.5	Third Amendment to Amended and Restated 2011 Equity Incentive Plan.					X

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 23rd day of June, 2020.

COHBAR, INC.

By: /s/ Jeffrey Biunno

Jeffrey Biunno

Principal Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Steven Engle and Jeffrey F. Biunno, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
Principal Executive Officer:		
<u>/s/ Steven Engle</u> Steven Engle	Principal Executive Officer, Director	June 23, 2020
Principal Financial Officer and Principal Accounting Officer:		
<u>/s/ Jeffrey F. Biunno</u> Jeffrey F. Biunno	Principal Financial Officer, Principal Accounting Officer	June 23, 2020
<u>/s/ Albion J. Fitzgerald</u> Albion J. Fitzgerald	Chairman of the Board of Directors	June 23, 2020
<u>/s/ Jon Stern</u> Jon Stern	Director	June 23, 2020
<u>/s/ Nir Barzilai</u> Nir Barzilai	Director	June 23, 2020
<u>/s/ Pinchas Cohen</u> Pinchas Cohen	Director	June 23, 2020
<u>/s/ Phyllis Gardner</u> Phyllis Gardner	Director	June 23, 2020
<u>/s/ David Greenwood</u> David Greenwood	Director	June 23, 2020
<u>/s/ Misha Petkevich</u> Misha Petkevich	Director	June 23, 2020



1191 SECOND AVENUE, 10TH FLOOR SEATTLE, WA 98101
TEL: 206.389.4510 FAX: 206.389.4511 WWW.FENWICK.COM

June 23, 2020

CohBar, Inc.
1455 Adams Drive, Suite 2050
Menlo Park, CA 94025

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by CohBar, Inc., a Delaware corporation (the "**Company**") with the Securities and Exchange Commission (the "**Commission**") on or about June 23, 2020 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 4,000,000 shares (the "**Shares**") of the Company's Common Stock (the "**Common Stock**"), subject to issuance by the Company upon the exercise or settlement of awards (including awards of stock options, restricted stock, stock appreciation rights and/or restricted stock units) to be granted under the Company's Amended and Restated 2011 Equity Incentive Plan (as amended from time to time, the "**Plan**").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: the Company's Third Amended and Restated Certificate of Incorporation, as amended, and the Company's Amended and Restated Bylaws (together, the "**Charter Documents**"), the Plan, the Registration Statement and the exhibits thereto; certain corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's stockholders relating to adoption or approval of the Company Charter Documents, the Plan, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the Shares under the Securities Act and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities and such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of all signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated June 22, 2020 issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in a Management Certificate addressed to us that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law now in effect. We express no opinion with respect to the securities or "blue sky" laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the Shares of Common Stock that may be issued and sold by the Company upon the exercise or settlement of awards (including any stock option, restricted stock, stock appreciation right or restricted stock unit) to be granted under the Plan have been issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including without limitation payment and authorization provisions) of the Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of CohBar, Inc. on Form S-8 of our report dated March 12, 2020, with respect to our audits of the financial statements of CohBar, Inc. as of December 31, 2019 and 2018 and for the years ended December 31, 2019 and 2018 appearing in the Annual Report on Form 10-K of CohBar, Inc. for the year ended December 31, 2019.

/s/ Marcum llp

Marcum llp
New York, NY
June 23, 2020

**THIRD AMENDMENT TO
AMENDED AND RESTATED 2011 EQUITY INCENTIVE PLAN**

1. Section 3(a) of the Plan is deleted in its entirety and replaced by the following new provision:

Share Reserve; ISO Limitation Subject to Section 9(a) relating to Capitalization Adjustments, the aggregate number of shares of Common Stock that may be issued pursuant to Stock Awards from and after the Effective Date shall not exceed Fourteen Million (14,000,000) (the “*Share Reserve*”). Further, if a Stock Award or any portion thereof (i) expires or otherwise terminates without all of the shares covered by such Stock Award having been issued or (ii) is settled in cash (*i.e.*, the Participant receives cash rather than stock), such expiration, termination or settlement shall not reduce (or otherwise offset) the number of shares of Common Stock that may be available for issuance under the Plan. For clarity, the limitation in this Section 3(a) is a limitation in the number of shares of Common Stock that may be issued pursuant to the Plan. Accordingly, this Section 3(a) does not limit the granting of Stock Awards except as provided in Section 7(a). No more than 30,000,000 shares of Common Stock shall be issued under the Plan pursuant to the exercise of Incentive Stock Options within the meaning of the Code.

Effective: June 16, 2020

Attest: /s/ Jeffrey Biunno
Jeffrey Biunno
Secretary
