

**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: September 22, 2022
(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 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.

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

On September 22, 2022, as approved by the stockholders of CohBar, Inc. (the "Company") on June 15, 2022, the Company filed a certificate of amendment (the "Certificate of Amendment") to its Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company's common stock at a ratio of 1-for-30, effective as of September 23, 2022 (the "Reverse Stock Split").

The Certificate of Amendment also provided for an effective increase in the number of authorized shares of common stock of the Company to 12,000,000 shares, effective as of September 23, 2022. Such increase was approved by the stockholders of the Company on June 15, 2022 and was calculated as the prior authorized common share amount, multiplied by two times the Reverse Stock Split ratio of 1-for-30.

This summary is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 22, 2022, the Company announced that, effective October 1, 2022, the Company's board of directors (the "Board") has lowered the annual cash fees paid to members of the Board to, among other changes, an annual fee of \$40,000 for Board members and an annual fee of \$70,000 for the chairman of the Board.

**CERTIFICATE OF AMENDMENT OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
COHBAR, INC.**

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

FIRST: The name of the corporation is CohBar, Inc. The Corporation’s original Certificate of Incorporation was filed with the Secretary of State of Delaware on September 16, 2009.

SECOND: The terms and provisions of this Certificate of Amendment have been duly adopted in accordance with Section 242 of the DGCL. The following two paragraphs are hereby added to precede the first paragraph of Article IV of the Third Amended and Restated Certificate of Incorporation of the Corporation (the “*Certificate*”):

“Contingent and effective as of 12:01a.m. Eastern Time on September 23, 2022 (the “*Effective Time*”), each thirty (30) shares of the Company’s Common Stock, par value \$0.001 per share (the “*Common Stock*”), issued and outstanding prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.001 per share, of the Company (the “*Reverse Split*”). No fractional share shall be issued in connection with the foregoing combination of the shares pursuant to the Reverse Split. The Company will pay in each case the fair value of such fractional shares, without interest and as determined in good faith by the Board of Directors of the Company when those entitled to receive such fractional shares are determined.

The Reverse Split shall occur automatically without any further action by the holders of Common Stock, and whether or not the certificates representing such shares have been surrendered to the Company; provided, however, that the Company shall not be obligated to issue certificates evidencing the shares of Common Stock issuable as a result of the Reverse Split unless the existing certificates evidencing the applicable shares of stock prior to the Reverse Split are either delivered to the Company, or the holder notifies the Company that such certificates have been lost, stolen or destroyed, and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection with such certificates.”

THIRD: Article IV of the Certificate of Incorporation shall be and hereby is 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 17,000,000 shares, \$0.001 par value per share. 12,000,000 shares shall be Common Stock and 5,000,000 shares shall be Preferred Stock.”

FOURTH: This Certificate of Amendment of the Third Amended and Restated Certificate of Incorporation so adopted (i) shall be effective as of 12:01a.m. Eastern Time on September 23, 2022, (ii) reads in full as set forth above and (iii) is hereby incorporated into the Third Amended and Restated Certificate of Incorporation by this reference. All other provisions of the Third Amended and Restated Certificate of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 22nd day of September.

COHBAR, INC.

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