

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 (Date of earliest event reported): June 4, 2021

PHARMACYTE BIOTECH, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or other jurisdiction of incorporation)

333-68008
(Commission File Number)

62-1772151
(I.R.S. Employer Identification No.)

23046 Avenida de la Carlota, Suite 600
Laguna Hills, CA
(Address of Principal Executive Offices)

92653
(Zip Code)

Registrant's telephone number, including area code: **(917) 595-2850**

N/A
(Former name or former address, if changed since last report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- 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 exchange on which registered
N/A	N/A	N/A

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.

Item 8.01 Other Events.

On May 6, 2021, PharmaCyte Biotech, Inc. ("PharmaCyte") filed a Current Report on Form 8-K to provide information related to PharmaCyte's Annual Meeting of Stockholders and included as an exhibit a Notice of Annual Meeting of Stockholders and Proxy Statement. PharmaCyte now provides a Supplement to the Proxy Statement as Exhibit 99.1 herein.

In addition, attached as Exhibit 99.2 is Amendment No.3 to PharmaCyte's Bylaws.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 [Supplement to Notice of Annual Meeting of Stockholders and Proxy Statement.](#)
- 99.2 [Amendment No. 3 to PharmaCyte's Bylaws.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 4, 2021

PHARMACYTE BIOTECH, INC.

By: /s/ Kenneth L. Waggoner

Kenneth L. Waggoner

Chief Executive Officer, President and General Counsel

PHARMACYTE BIOTECH, INC.

SUPPLEMENT DATED JUNE 4, 2021 TO DEFINITIVE PROXY STATEMENT DATED MAY 5, 2021
FOR THE 2021 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, JUNE 16, 2021

This supplement, dated June 4, 2021 (the "Supplement"), amends and supplements our proxy statement ("Proxy Statement") filed with the Securities and Exchange Commission as an exhibit to our Current Report on Form 8-K on May 5, 2021 regarding the 2021 Annual Meeting of Shareholders ("Annual Meeting") of PharmaCyte Biotech, Inc. ("Company"). As a reminder, the Company's Annual Meeting will be held virtually at <https://www.virtualshareholdermeeting.com/PMCB2021> on Wednesday, June 16, 2021 at 11:00 a.m., Pacific Daylight Time. This Supplement is being filed as an exhibit to our Current Report on Form 8-K filed June 4, 2021.

Except as amended or supplemented by this Supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Supplement is to update the Proxy Statement regarding "What constitutes a quorum?". Under the Company's Amendment No. 3 to the Bylaws filed as an exhibit to our Current Report on Form 8-K filed June 4, 2021, ("Bylaws"), the holders of one-third of the outstanding shares of common stock as of the record date for the Annual Meeting are needed to constitute a quorum, permitting the Annual Meeting to conduct its business. As of the record date, there were 2,385,125,674 shares of common stock outstanding. Thus, the presence of holders representing at least 795,041,892 shares will be required to establish a quorum.

This Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement. *If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.*

Except as specifically supplemented by the information contained herein, all information set forth in the Proxy Statement remains unchanged. From and after the date of this Supplement, all references to the "Proxy Statement" included in the Proxy Statement are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information and this Supplement should be read in conjunction with the Proxy Statement.

AMENDMENT NO. 3 TO THE BYLAWS

OF

PHARMACYTE BIOTECH, INC.

September 20, 2018

Pursuant to Article 8 of the Amended and Restated Bylaws (the "Bylaws") of PharmaCyte Biotech, Inc., a corporation organized and existing under the laws of the State of Nevada (the "Corporation"), the Corporation hereby certifies that:

ONE: The Bylaws are hereby amended by this Amendment as follows:

Article 4, Section 2 is hereby deleted in its entirety and replaced with the following:

"Section 2. ANNUAL MEETINGS. The annual meeting of the Shareholders shall be held at such time and place as may be designated from time to time by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting."

Article 4, Section 8 is hereby deleted in its entirety and replaced with the following:

"Section 8. QUORUM. The holders of one-third (1/3) of the voting power of the Corporation's stock entitled to vote, present in person, or represented by proxy, shall constitute a quorum at all meetings of the Shareholders for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Shareholders, the shareholders entitled to vote, present in person, or represented by proxy, shall have the power to adjourn the meeting from time to time, until the requisite amount of voting power shall be present. At such adjourned meeting at which the requisite amount of voting power shall be represented, any business may be transacted which might have been transacted at a meeting as originally notified.

If a quorum be initially present, the Shareholders may continue to transact business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum, if any action taken is approved by a majority of the voting power required to initially constitute a quorum."

TWO: Except as expressly amended by the terms of this Amendment, all the terms and provisions of the Bylaws shall remain in full force and effect, and shall not be deemed modified, altered, or otherwise affected by this Amendment.

THREE: This Amendment has been duly adopted in accordance with the provisions of Article 8 of the Bylaws by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be signed by its Chief Executive Officer as of the date first written above.

PHARMACYTE BIOTECH, INC.

By: /s/ Kenneth L. Waggoner
Kenneth L. Waggoner, Chief Executive Officer