

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 30, 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 5.07 Submission of Matters to a Vote of Security Holders.**

The 2021 Annual Meeting of Stockholders ("Annual Meeting") of PharmaCyte Biotech, Inc. ("Company") was held on June 16, 2021 and adjourned until concluded on June 30, 2021. The following proposals were approved at the Annual Meeting by the votes indicated:

Proposal One: To elect seven directors as nominated by the Board of Directors, each to serve a one-year term.

Name	Total Votes for Director	Total Votes Withheld from Director	Total Broker Non-Votes
Kenneth L. Waggoner, JD	647,529,293	55,195,927	701,253,249
Gerald W. Crabtree, PhD	657,017,969	45,707,251	701,253,249
Thomas Liquard	649,342,060	53,383,160	701,253,249
Thomas C.K. Yuen	654,682,670	48,042,550	701,253,249
Michael M. Abecassis, MD	654,699,429	48,025,791	701,253,249
Raymond C.F. Tong, MD	654,764,465	48,960,755	701,253,249
Carlos A. Trujillo, CPA	650,408,779	52,316,441	701,253,249

Proposal Two: To approve a Certificate of Amendment to the Company's Articles of Incorporation to increase the number of authorized shares of common stock of the Company.

	Total Votes
For	1,262,698,401
Against	204,989,730
Abstain	9,776,868
Broker Non-Votes	0

Proposal Three: To approve the 2021 Equity Incentive Plan.

	<b>Total Votes</b>
For	565,718,942
Against	116,366,297
Abstain	20,639,981
Broker Non-Votes	701,253,249

Proposal Four: To ratify the appointment of Armanino LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2022.

	<b>Total Votes</b>
For	1,355,187,754
Against	31,987,304
Abstain	16,803,411
Broker Non-Votes	0

#### **Item 8.01 Other Events.**

On July 2, 2021, pursuant to stockholder approval at the Annual Meeting of Stockholders, the Company filed with the Secretary of State of the State of Nevada a Certificate of Amendment ("Certificate of Amendment") to its Articles of Incorporation, as amended, to increase the number of authorized shares to Fifty Billion Ten Million (50,010,000,000) shares, of which Fifty Billion (50,000,000,000) shares, with a par value of \$0.0001 per share, are designated "Common Stock" and of which Ten Million (10,000,000) shares, with a par value of \$0.0001 per share, are designated "Preferred Stock."

The Certificate of Amendment is filed as Exhibit 99.1, and is incorporated herein by reference.

Attached as Exhibit 99.2 is an amendment to the Company's by-laws, which is incorporated herein by reference.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 99.1 [Certificate of Amendment to Articles of Incorporation filed July 2, 2021](#)  
99.2 [Amendment to By-Laws](#)

#### **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: July 2, 2021

**PHARMACYTE BIOTECH, INC.**

By: /s/ Kenneth L. Waggoner  
Kenneth L. Waggoner  
Chief Executive Officer, President and General Counsel

**BARBARA K. CEGAVSKE**  
*Secretary of State*

**KIMBERLEY PERONDI**  
*Deputy Secretary for  
Commercial Recordings*

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

*Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888*

**Business Entity - Filing Acknowledgement**

07/02/2021

**Work Order Item Number:** W2021070200638-1435606  
**Filing Number:** 20211579456  
**Filing Type:** Amendment After Issuance of Stock  
**Filing Date/Time:** 7/2/2021 9:56:00 AM  
**Filing Page(s):** 4

**Indexed Entity Information:**

**Entity ID:** C22368-1996

**Entity Name:** PHARMACYTE BIOTECH,  
INC.

**Entity Status:** Active

**Expiration Date:** None

Commercial Registered Agent

REGISTERED AGENTS INC.

401 RYLAND ST STE 200-A, Reno, NV 89502, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE  
Secretary of State

Page 1 of 1

Commercial Recording Division  
202 N. Carson Street



**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>Barbara K. Cegauske</i>	C22368-1996
Secretary of State	Filing Number
State Of Nevada	20211579456
	Filed On
	7/2/2021 9:56:00 AM
	Number of Pages
	4

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity Information:</b> (Select one)	Name of entity as on file with the Nevada Secretary of State: <b>PHARMACYTE BIOTECH, INC.</b>
	Entity or Nevada Business Identification Number (NVID): <b>NV19961216201</b>
<b>2. Restated or Amended and Restated Articles:</b> (Select one)  (If amending and restating only, complete section 1, 2, 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> Incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued  <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <b>53%</b>
<b>3. Type of Amendment Filing Being Completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ _____
	* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

**Profit Corporation:**  
**Certificate of Amendment** (PuRsuANT To NRs 78.360 & 1a.38s/78.39s)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PuRsuANT To NRs 78.403)  
**Officer's Statement** PuRsuANT to NRs 80.030

<b>4. Effective Date and Time:</b> (Optional)	Date: <u>10/6/30/2021</u> Time: _____ (must not be later than 90 days after the certificate is filed)
<b>5. Information Being changed:</b> (Domestic corporations only)	<p>Changes to take the following effect:</p> <p><input type="checkbox"/> The entity name has been amended.</p> <p><input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)</p> <p><input type="checkbox"/> The purpose of the entity has been amended.</p> <p><input checked="" type="checkbox"/> The authorized shares have been amended.</p> <p><input type="checkbox"/> The directors, managers or general partners have been amended.</p> <p><input type="checkbox"/> IRS tax language has been added.</p> <p><input type="checkbox"/> Articles have been added.</p> <p><input type="checkbox"/> Articles have been deleted.</p> <p><input type="checkbox"/> Other.</p> <p>The articles have been amended as follows: (provide article numbers, if available)</p> <p><u>Article IV (see attached pages for full amendment)</u></p> <p align="center">(attach additional page(s) if necessary)</p>
<b>6. Signature:</b> (Required)	<p><b>X</b> <u>I. J. N. N. N.</u> <u>Chief Executive Officer</u></p> <p>Signature of Officer or Authorized Signer Title</p> <p><b>X</b> _____</p> <p>Signature of Officer or Authorized Signer Title</p> <p>*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.</p>
<p><b>Please include any required or optional information in space below:</b></p> <p align="center">(attach additional page(s) if necessary)</p>	

This form must be accompanied by appropriate fees.

**CERTIFICATE OF AMENDMENT**  
**(pursuant to NRS 78.385 and 78.390)**  
**Certificate of Amendment to Articles of Incorporation**  
**of**  
**PharmaCyte Biotech, Inc.**

PharmaCyte Biotech, Inc., ("Corporation"), a corporation organized and existing under the laws of the State of Nevada hereby certifies as follows:

1. The name of the Corporation is PharmaCyte Biotech, Inc.
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to provide as follows:

The authorized capital stock of the Corporation is Fifty Billion Ten Million (\$0,010,000,000) shares, of which Fifty Billion (\$0,000,000,000) shares, with a par value of \$0.0001 per share, shall be designated "Common Stock" and of which Ten Million (10,000,000) shares, with a par value of \$0.0001 per share, shall be designated "Preferred Stock." The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board of Directors of the Corporation ("Board") in its sole discretion, authority to do so being hereby expressly vested in the Board. The authority of the Board with respect to each such series of Preferred Stock will include, without limiting the generality of the foregoing, the determination of any or all of the following:

- (i) The number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;
- (ii) the voting powers, if any, of the shares of such series and whether such voting powers are full or limited and whether the class will vote with the Common Stock of the Corporation as one class, or otherwise;
- (iii) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;
- (iv) whether dividends, if any, will be cumulative or noncumulative, the dividend rate or rates of such series and the dates and preferences of dividends on such series;
- (v) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (vi) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity, and the rates or other determinants of conversion or exchange applicable thereto;
- (vii) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;
- (viii) the provisions, if any, of a sinking fund applicable to such series; and
- (ix) any other relative, participating, optional or other powers, preferences or rights, and any qualifications, limitations or restrictions thereof, of such series.

3. The vote by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is 53%.
4. This Certificate of Amendment shall be effective upon filing with the Secretary of State of the State of Nevada.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 30 day of June, 2021.

By: /s/ **Kenneth L. Waggoner**  
Name: Kenneth L. Waggoner  
Title: Chief Executive Officer  
President and General Counsel

# SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

### PHARMACYTE BIOTECH, INC.

Nevada Business Identification # NV19961216201

Expiration Date: 10/31/2021

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

**License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.**



Certificate Number: B202107021803788

You may verify this certificate  
online at <http://www.nvsos.gov>

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed the Great Seal of State, at my  
office on 07/02/2021.

BARBARA K. CEGAVSKE  
Secretary of State



**AMENDMENT NO. 4 TO THE BYLAWS  
OF  
PHARMACYTE BIOTECH, INC.  
June 14, 2018**

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

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

Article 4, Section 9 is hereby deleted in its entirety and replaced with the following:

"Section 9. VOTING. Only persons in whose names shares entitled to vote stand on the stock records of the corporation on the day of any meeting of Shareholders, unless some other day be fixed by the Board of Directors for the determination of Shareholders of record, and then on such other day, shall be entitled to vote at such meeting.

Provided the candidate's name has been placed in nomination prior to the voting and one or more Shareholders has given notice at the meeting prior to the voting of the Shareholder's intent to cumulate the Shareholder's votes, every Shareholder entitled to vote at any election for Directors of any corporation for profit may cumulate their votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled to, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

The Board of Directors may fix a time in the future not exceeding sixty (60) days preceding the date of any meeting of Shareholders or the date fixed for the payment of any dividend or distribution, or for the allotment of rights, or when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the Shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any allotment of rights or to exercise the rights in respect to any such change, conversion or exchange of shares. In such case only Shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, to receive such dividends, distribution or allotment of rights, or to exercise such rights, as the case may be notwithstanding any transfer of any share on the books of the corporation after any record date fixed as aforesaid.

The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period.

**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