

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): July 9, 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 July 9, 2021, pursuant to approval by the Board of Directors of PharmaCyte Biotech, Inc. ("Company"), the Company filed with the Secretary of State of the State of Nevada a Certificate of Change Pursuant to Nevada Revised Statutes Section 78.209 ("Certificate of Change") to its Articles of Incorporation, to effect a 1-for-1,500 reverse stock split of the Company's common stock ("Reverse Stock Split"). The Reverse Stock Split decreased the number of authorized shares of common stock from fifty billion (50,000,000,000) shares, with a par value of \$0.0001 per share, to thirty-three million three hundred thirty-three thousand three hundred thirty-four (33,333,334) shares, with a par value of \$0.0001 per share. The Reverse Stock Split did not affect the number of authorized shares of the Company's preferred stock, which remain at ten million (10,000,000) shares, with a par value of \$0.0001 per share.

The Reverse Stock Split was effected as of 12:01 A.M., Eastern Time, on Monday, July 12, 2021.

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

Attached as Exhibit 99.2 is the Company's press release regarding the Reverse Stock Split. Exhibit 99.2 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 [Certificate of Change](#)
- 99.2 [Press release of PharmaCyte Biotech, Inc., dated July 9, 2021](#)

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 12, 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



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
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Business Entity - Filing Acknowledgement

07/09/2021

Work Order Item Number: W2021070900177-1446335
Filing Number: 20211600085
Filing Type: Certificate Pursuant to NRS 78.209
Filing Date/Time: 7/9/2021 8:00:00 AM
Filing Page(s): 1

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 black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State



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 <i>Barbara K. Cegauske</i>	Business Number C22368-1996
Secretary of State State Of Nevada	Filing Number 2021160005
	Filed On 07/08/2021 8:38:00 AM
	Number of Pages 1

Certificate of Change Pursuant to NRS 78.209

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

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="PharmaCyte Biotech, Inc."/>
	Entity or Nevada Business Identification Number (NVID): <input type="text" value="C22368-1996"/>
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: Common Stock: 50,000,000,000; \$0.0001 par value Preferred Stock: 10,000,000; \$0.0001 par value
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: Common Stock: 33,333,334; \$0.0001 par value Preferred Stock: 10,000,000; \$0.0001 par value
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: The change is a 1:1500 reverse stock split of the Common Stock. One (1) share of Common Stock will be issued in exchange for every fifteen (1,500) issued and outstanding shares.
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: All fractional shares of Common Stock will be rounded up to the nearest whole share.
6. Provisions:	The required approval of the stockholders has been obtained.
7. Effective date and time: (Optional)	Date: <input type="text" value="07/12/2021"/> Time: <input type="text" value="12:01am"/> <small>(must not be later than 90 days after the certificate is filed)</small>
8. Signature: (Required)	<input checked="" type="checkbox"/> <u>/s/ Carlos A. Trujillo</u> CFO <input type="text" value="07/08/2021"/> <small>Signature of Officer Title Date</small>

This form must be accompanied by appropriate fees. If necessary, additional pages may be attached to this form.



PharmaCyte Biotech Announces Reverse Stock Split

LAGUNA HILLS, CA, July 9, 2021—(BUSINESS WIRE)—PharmaCyte Biotech, Inc. (OTCQB: PMCB) (PharmaCyte or Company), a biotechnology company focused on developing cellular therapies for cancer and diabetes using its signature live-cell encapsulation technology, Cell-in-a-Box[®], today announced that it will effect a 1-for-1,500 reverse stock split of its shares of common stock, leaving the Company with only about 1.6 million issued and outstanding shares. The Company's common stock will begin trading on a reverse split-adjusted basis on the OTCQB at the opening of the market on Monday, July 12, 2021.

The reverse stock split will reduce the number of shares of the Company's outstanding common stock from approximately 2.4 billion shares to approximately 1.6 million shares. Proportional adjustments will be made to the Company's outstanding stock options and outstanding warrants.

"With approximately 1.6 million shares outstanding, we believe this change will make it easier for investors to trade in our stock and is a necessary step before the Company's common stock can be listed on a national stock exchange like Nasdaq, which is our expectation," stated Kenneth L. Waggoner, the Company's Chief Executive Officer.

"We believe the reverse stock split will assist the Company in pursuing additional financing activities and/or other strategic transactions to support the development of our product candidates," Waggoner continued.

Following the reverse stock split, the Company's common stock will continue to trade on the OTCQB under a new and temporary ticker symbol "PMCBD" for a period of 20 business days including the effective date of the reverse stock split in accordance with the requirements of the Financial Industry Regulatory Authority. At the conclusion of the 20-business day period, the Company will resume trading under its previous ticker symbol "PMCB". The Company has been assigned a new CUSIP No. of 71715X203 for trading after the reverse stock split.

The reverse stock split will impact all holders of the Company's common stock uniformly and will not impact any stockholder's percentage ownership interest in the Company; however, no fractional shares will be issued in connection with the reverse stock split. If any fractional shares result from the reverse stock split, they will be rounded up to the nearest whole share. Furthermore, the reverse stock split will not affect any stockholder's proportionate voting power, subject to the treatment of fractional shares.

At the effective time of the reverse stock split, every 1,500 shares of the Company's shares of common stock will convert into one newly issued share of the Company's common stock, without any change in the par value of \$0.0001 per share.

After the effective time of the reverse stock split, stockholders of shares of common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse stock split and will see the impact of the reverse stock split automatically reflected in their accounts. Beneficial holders are encouraged to contact their bank, broker or nominee for more information. Stockholders of record with shares held in certificate form will receive instructions from the Company's stock exchange agent, American Stock Transfer & Trust Company, LLC, regarding how to exchange existing stock certificates for new book-entry statements reflecting the post-reverse stock split shares of common stock.

About PharmaCyte Biotech

PharmaCyte Biotech, Inc. is a biotechnology company developing cellular therapies for cancer and diabetes based upon a proprietary cellulose-based live cell encapsulation technology known as "Cell-in-a-Box[®]". This technology is being used as a platform upon which therapies for several types of cancer and diabetes are being developed.

PharmaCyte's therapy for cancer involves encapsulating genetically engineered human cells that convert an inactive chemotherapy drug into its active or "cancer-killing" form. For pancreatic cancer, these encapsulated cells are implanted in the blood supply to the patient's tumor as close as possible to the site of the tumor. Once implanted, the chemotherapy prodrug ifosfamide that is normally activated in the liver is given intravenously at one-third the normal dose. The ifosfamide is carried by the circulatory system to where the encapsulated cells have been implanted. When the ifosfamide flows through pores in the capsules, the live cells inside act as a "bio-artificial liver" and activate the chemotherapy prodrug ifosfamide at the site of the cancer. This "targeted chemotherapy" has proven effective and safe to use in past clinical trials and we believe results in little to no treatment related side effects.

PharmaCyte's therapy for Type 1 diabetes and insulin-dependent Type 2 diabetes involves encapsulating a human liver cell line that has been genetically engineered to produce and release insulin in response to the levels of blood sugar in the human body. PharmaCyte is also considering the use of genetically modified stem cells to treat diabetes. The encapsulation of the cell lines will be done using the Cell-in-a-Box[®] technology. Once the encapsulated cells are implanted in a diabetic patient, we anticipate that they will function as a "bio-artificial pancreas" for purposes of insulin production.

Safe Harbor

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that express the current beliefs and expectations of the management of PharmaCyte. Any statements contained in this press release that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. Factors that could affect our actual results include our ability to up-list our common stock to a national securities exchange and then maintain such listing, raise the necessary capital to fund our operations and to find partners to supplement our capabilities and resources, satisfactorily address the issues raised by the U.S. Food and Drug Administration in order to have the clinical hold removed on our Investigational New Drug Applications so that we may proceed with our planned clinical trial for locally advanced and inoperable pancreatic cancer, as well as such other factors that are included in our periodic reports on Form 10-K and Form 10-Q that we file with the U.S. Securities and Exchange Commission. These forward-looking statements are made only as of the date hereof, and we undertake no obligation to update or revise the forward-looking statements, except as otherwise required by law, whether as a result of new information, future events or otherwise.

More information about PharmaCyte Biotech can be found at www.PharmaCyte.com. Information may also be obtained by contacting PharmaCyte's Investor Relations Department.

Contact:

Dr. Gerald W. Crabtree
Investor Relations:
PharmaCyte Biotech, Inc.

