

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

62-1772151
(I.R.S. Employer
Identification Number)

23046 Avenida de la Carlota
Suite 600
Laguna Hills, CA 92653
(917) 595-2850
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Kenneth L. Waggoner
Chief Executive Officer
PharmaCyte Biotech, Inc.
23046 Avenida de la Carlota
Suite 600
Laguna Hills, CA 92653
(917) 595-2850
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Merrill M. Kraines, Esq.
Troutman Pepper Hamilton Sanders LLP
875 Third Avenue
New York, New York 10022
Telephone: (212) 808-2711
Facsimile: (212) 658-9082

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-255044

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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 Securities Act.

CALCULATION OF REGISTRATION FEE

<u>Title Of Each Class Of Securities To Be Registered(1)</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Amount Of Registration Fee(2)</u>
Common Stock, par value \$0.0001 per share	\$	\$
Warrants to purchase Common Stock(3)		
Total	\$ 13,267,742.20	\$ 1,447.51

(1) The registrant previously registered securities with a maximum aggregate offering price of \$100,000,000 on a Registration Statement on Form S-3 (File No. 333-255044), filed on April 5, 2021, and declared effective on April 14, 2021 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, (the "Securities Act"), an additional number of securities having a proposed maximum aggregate offering price of \$13,267,742.20 is hereby registered. This amount represents no more than 20% of the maximum aggregate offering price of the unsold securities remaining under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that which was registered under such registration statements.

(2) The registration fee has been calculated in accordance with Rule 457(o) under the Securities Act.

(3) Subject to footnote (1), there is also being registered hereunder such indeterminate amount of securities (including shares or other classes of the registrant's stock that may be issued upon reclassification of unissued, authorized stock of the registrant) as may be issued in exchange for or upon conversion of, as the case may be, the other securities registered hereunder. Also, pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions. Securities registered hereunder may be sold separately, together or as units with other securities registered hereunder.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b), promulgated under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-255044), originally filed with the Commission by PharmaCyte Biotech, Inc. (the "Registrant") on April 5, 2021, and declared effective April 14, 2021 (the "Prior Registration Statement"). This Registration Statement is being filed for the sole purpose of registering additional securities by a proposed aggregate offering price of \$13,267,742.20, which represents no more than 20% of the maximum aggregate offering price of the unsold securities remaining under the Prior Registration Statement. The contents of the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are hereby incorporated by reference. The required opinions and consents are listed on the exhibit index hereto and filed herewith.

CERTIFICATION

The Registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of August 19, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than August 19, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (SEC File No. 333-255044) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<u>Exhibit Number</u>	<u>Description</u>
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5.1	Opinion of Ballard Spahr LLP
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- 5.2 [Opinion of Troutman Pepper Hamilton Sanders LLP](#)
- 23.1 [Consent of Armanino LLP](#)
- 23.2 [Consent of Ballard Spahr LLP](#) (included in the opinion filed as Exhibit 5.1)
- 23.3 [Consent of Troutman Pepper Hamilton Sanders LLP](#) (included in the opinion filed as Exhibit 5.2).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Laguna Hills, State of California on this August 19, 2021.

PharmaCyte Biotech, Inc.

By: /s/ Kenneth L. Waggoner

Name: Kenneth L. Waggoner

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Kenneth L. Waggoner</u> Kenneth L. Waggoner	Chief Executive Officer and Chairman (Principal Executive Officer)	August 19, 2021
<u>/s/ Carlos A. Trujillo</u> Carlos A. Trujillo	Chief Financial Officer (Principal Financial and Accounting Officer)	August 19, 2021
<u>/s/ Gerald W. Crabtree</u> Gerald W. Crabtree	Director	August 19, 2021
<u>/s/ Thomas Liquard</u> Thomas Liquard	Director	August 19, 2021
<u>/s/ Thomas C.K. Yuen</u> Thomas C.K. Yuen	Director	August 19, 2021
<u>/s/ Michael M. Abecassis</u> Michael M. Abecassis	Director	August 19, 2021
<u>/s/ Raymond C.F. Tong</u> Raymond C.F. Tong	Director	August 19, 2021

Ballard Spahr LLP

One Summerlin
1980 Festival Plaza Drive, Suite 900
Las Vegas, NV 89135-2958
TEL 702.471.7000
FAX 702.471.7070
www.ballardspahr.com

August 19, 2021

PharmaCyte Biotech, Inc.
23046 Avenida de la Carlota, Suite 600
Laguna Hills, CA 92653

**Re: PharmaCyte Biotech, Inc.
Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to PharmaCyte Biotech, Inc., a Nevada corporation (the "Company"), in connection with the Company's Registration Statement on Form S-3, as filed with the United States Securities and Exchange Commission (the "Commission") on April 5, 2021, and as further amended or supplemented from time to time to the date hereof (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement covers the sale of an aggregate of \$13,267,742.20 of (1) shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), and (2) warrants for the purchase of Common Stock ("Warrants" and, together with the shares of Common Stock, the "Securities").

We have examined, and relied upon the accuracy of factual matters contained in, as applicable, executed original or counterparts of the following documents: (a) the Articles of Incorporation of the Company (formerly DJH International, Inc.) filed with the Nevada Secretary of State on October 28, 1996, as amended (the "Articles"); (b) the Amended and Restated Bylaws of the Company; (c) the resolutions adopted by the Company's board of directors authorizing the issuance and sale of the Securities pursuant to the Registration Statement, amongst other items (the "Directors' Resolutions"); and (d) the Registration Statement. We have also examined such corporate records and other agreements, documents and instruments, and such certificates or comparable documents of public officials and officers and representatives of the Company and have made such inquiries of such officers and representatives and have considered such matters of law as we have deemed appropriate as the basis for the opinion hereinafter set forth.

PharmaCyte Biotech, Inc.
August 19, 2021
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The opinion expressed below is based on the assumption that: (a) the Registration Statement and any amendments or supplements thereto (including any post-effective amendments) have been filed by the Company with the Commission and will be effective at the time that any of the Securities are issued, and that persons acquiring the Securities will receive a prospectus containing all of the information required by Part I of the Registration Statement before acquiring such Securities; (b) the shares of Common Stock will continue to be duly and validly authorized on the dates that the shares of Common Stock are issued, and, upon the issuance of any of shares of Common Stock, the total number of shares of Common Stock of the Company issued and outstanding, after giving effect to such issuance of such Securities, will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Articles, as may be further amended; and (c) the Securities will issued and sold in compliance with the Securities Act and the securities or "Blue Sky" laws of various states.

Based upon the foregoing and subject to the assumptions, exceptions, limitations and qualifications set forth herein, we are of the opinion that, with respect to any offering of Common Stock by the Company pursuant to the Registration Statement (the "Offered Common Stock"), when, as and if: (a) the Board of Directors or any duly appointed pricing committee has taken all necessary corporate action to fix and determine the terms of the Offered Common Stock and authorize their issuance and sale in accordance with the Articles, including the reservation of a sufficient number of shares of Common Stock; (b) certificates representing the shares of the Offered Common Stock have been manually signed by an authorized officer of the transfer agent and registrar for the Common Stock and registered by such transfer agent and registrar, and delivered to the purchasers thereof; and (c) the Company receives consideration per share of the Offered Common Stock in such amount as may be determined by the Board of Directors or any duly appointed pricing committee (including any Offered Common Stock duly issued upon exchange, exercise or conversion of any Warrants that are exchangeable, exercisable or convertible into Offered Common Stock), the issuance and sale of the shares of Offered Common Stock will have been duly authorized, validly issued, fully paid and non-assessable.

This opinion is limited to the present laws of the State of Nevada. We express no opinion as to the laws of any other jurisdiction, of the United States of America, or to any state "Blue Sky" laws and regulations, and no opinion regarding the statutes, administrative decisions, rules and regulations or requirements of any county, municipality or subdivision or other local authority of any jurisdiction.

We do not undertake to advise you or anyone else of any changes in the opinions expressed herein resulting from changes in law, changes in fact or any other matters that hereafter might occur or be brought to our attention.

PharmaCyte Biotech, Inc.
August 19, 2021
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We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to us under the heading "Legal Matters" in the prospectus forming part of the Registration Statement and the Prospectus Supplement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Ballard Spahr LLP
Ballard Spahr LLP

Troutman Pepper Hamilton Sanders LLP
875 Third Avenue
New York, New York 10022

troutman.com



August 19, 2021

PharmaCyte Biotech, Inc.
23046 Avenida de la Carlota, Suite 600
Laguna Hills, California 92653

Re: Registration Statement Filed Under Rule 462(b)

Ladies and Gentlemen:

We have acted as legal counsel to PharmaCyte Biotech, Inc., a Nevada corporation (the "**Company**"), in connection with the preparation of the Company's registration statement on Form S-3 (the "**Additional Registration Statement**") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Securities Act**"), by the Company with the Securities and Exchange Commission (the "**Commission**") on the date hereof, which is related to, and incorporates by reference, the Company's registration statement on Form S-3 (File No. 333-255044), initially filed with the Commission on April 5, 2021 (the "**Registration Statement**"). The Additional Registration Statement relates to the registration under the Securities Act (the "**Offering**") of an aggregate of \$13,267,742.20 of (i) shares of the Company's common stock, par value \$0.0001 per share (the "**Common Stock**"), and (ii) warrants to purchase shares of Common Stock ("**Warrants**").

In our capacity as counsel, you have requested that we render the opinions set forth in this letter and we are furnishing this opinion letter to you pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection herewith, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Additional Registration Statement; (ii) the Company's articles of incorporation, as amended to date; (iii) the Company's bylaws, as amended to date; (iv) resolutions of the board of directors of the Company relating to the Offering; and (v) such other documents as we have deemed necessary or appropriate for purposes of rendering the opinions set forth herein.

In rendering the opinions set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; (iv) each natural person signing any document reviewed by us had the legal capacity to do so; and (v) any certificates representing the Warrants to be issued pursuant to the Offering will be duly executed and delivered. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

PharmaCyte Biotech, Inc.
August 19, 2021
Page 2



Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Warrants, when the Warrants have been duly executed in accordance with any Warrant agreement and issued and delivered upon payment of the consideration therefor provided therein, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

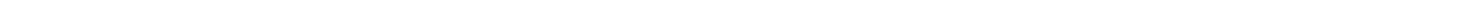
In addition, our opinion above is subject to: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefore may be brought; (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of, or contribution to, a party with respect to a liability where such indemnification or contribution is contrary to public policy; (iv) the rights or remedies available to any party for violations or breaches of any provisions of the Warrants that are immaterial or the enforcement of which would be unreasonable under the then existing circumstances; (v) the rights or remedies available to any party for material violations or breaches that are the proximate result of actions taken by any party to the Warrants other than the party against whom enforcement is sought, which actions such other party is not entitled to take pursuant to the Warrants, or that otherwise violate applicable laws; (vi) the rights or remedies available to any party that takes discretionary action that is arbitrary, unreasonable or capricious, or is not taken in good faith or in a commercially reasonable manner, whether or not the Warrants permit such action; or (vii) the effect of the exercise of judicial discretion, whether in a proceeding in equity or at law.

The foregoing opinions are limited to the substantive laws of the State of New York and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of New York or as to federal or state laws regarding fraudulent transfers. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as a part of the Additional Registration Statement and to the reference of our firm under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ TROUTMAN PEPPER HAMILTON SANDERS LLP





CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3MEF and related Prospectus Supplement of PharmaCyte Biotech Inc. incorporated by reference in this Registration Statement. We also consent to the incorporation by reference of our report dated August 9, 2021, relating to the consolidated financial statements, which appears in PharmaCyte Biotech Inc.'s Annual Report on Form 10-K for the year ended April 30, 2021, filed with the Securities and Exchange Commission.

Armanino^{LLP}
San Jose, California

August 19, 2021