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 11, 2022

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

Nevada	**001-40699**	**62-1772151**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3960 Howard Hughes Parkway, Suite 500 **Las Vegas, Nevada**	**89169**
(Address of Principal Executive Offices)	(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
Common Stock, Par Value $0.0001 Per Share	PMCB	The Nasdaq Stock Market LLC

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 2.02 Results of Operations and Financial Condition.

On July 11, 2022, PharmaCyte Biotech, Inc. ("PharmaCyte" or the "Company") issued a press release announcing its preliminary unaudited financial results for its fiscal year ended April 30, 2022. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Important Additional Information

The Company, its directors and certain of its executive officers are participants in the solicitation of proxies from the Company's shareholders in connection with the Company's 2022 Annual Meeting of Stockholders. The Company intends to file a definitive proxy statement and a WHITE proxy card with the Securities and Exchange Commission ("SEC") in connection with any such solicitation of proxies from the Company's stockholders. STOCKHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ SUCH PROXY STATEMENT, ACCOMPANYING WHITE PROXY CARD AND ALL OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. The Company's definitive proxy statement for the 2022 Annual Meeting of Stockholders will contain information regarding the direct and indirect interests, by security holdings or otherwise, of the Company's directors and executive officers in the Company's securities. Information regarding subsequent changes to their holdings of the Company's securities can be found in the SEC filings on Forms 3, 4, and 5, which are available on the Company's website at https://ir.pharmacyte.com/all-sec-filings or through the SEC's website at www.sec.gov. Information can also be found in the Company's Annual Report on Form 10-K for the year ended April 30, 2022 to be filed with the SEC and in subsequent filings with the SEC. Updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement and other materials to be filed with the SEC in connection with the 2022 Annual Meeting of Stockholders. Stockholders will be able to obtain the definitive proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC at no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Company's website at https://ir.pharmacyte.com/all-sec-filings.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release, dated July 11, 2022, of PharmaCyte Biotech, Inc.

SIGNATURES

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

Date: July 11, 2022

PHARMACYTE BIOTECH, INC.

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

Exhibit 99.1

PharmaCyte Biotech Announces Preliminary Unaudited Financial Results for Fiscal Year 2022

LAS VEGAS, NV, July 11, 2022 (BUSINESS WIRE) -- PharmaCyte Biotech, Inc. (NASDAQ: PMCB), a biotechnology company focused on developing cellular therapies for cancer, diabetes and malignant ascites using its signature live-cell encapsulation technology, Cell-in-a-Box®, today announced its preliminary unaudited financial results for fiscal year ended April 30, 2022.

Cash Position

PharmaCyte had $85.4 million in cash and cash equivalents as of April 30, 2022.

Preliminary (Unaudited) 2022 Fiscal Year End Financial Results

PharmaCyte expects to report operating expenses of approximately $4.4 million, compared to $3.6 million in the prior fiscal year. This increase is primarily due to expenses associated with PharmaCyte listing on Nasdaq and two capital raises totaling approximately $90 million.

Net loss for fiscal year 2022 is expected to be approximately $4.2 million or approximately $0.27 per share, compared with a net loss of $3.6 million, or $2.45 per share, for the prior fiscal year.

Management Commentary

PharmaCyte's Chief Executive Officer, Kenneth L. Waggoner, commented, "During fiscal year 2022, our team focused on fulfilling the long list of requests from the FDA in order to have the clinical hold lifted on our planned phase 2b clinical trial in locally advanced, inoperable pancreatic cancer (LAPC). To date, we have completed almost two dozen studies with only a few remaining. Shortly, we expect to begin our two-phase pig study. This is the last major study required by the FDA.

"Our team has made considerable progress during the year, while controlling costs despite the worldwide supply chain challenges. Our progress through a challenging year demonstrates the value of our experienced and proven team of scientific and medical professionals who have played key roles in helping to get some of the world's most successful drugs through the clinic.

"We believe the market opportunity to develop cellular therapies for cancer, diabetes and malignant ascites using our signature live-cell encapsulation technology, Cell-in-a-Box®, is significant. With our enhanced cash position and recent uplisting to Nasdaq, we are positioned to methodically scale the business and further enhance our already strong scientific team as well as adding complementary capital markets experience to our Board of Directors. We are in the process of thoroughly vetting candidates to ensure that the best people are in place to help us seize the opportunities presented by the strength of our technology, therapies, and cash position. We are motivated not just by the market opportunity for our Company, but by the groundbreaking implications for patients. We are frustrated by the value of our stock, which like many biotech companies today, is trading below cash value. That said, we remain intent on continuing to drive our clinical progress toward a solution that we believe can revolutionize our treatment for cancer, diabetes, and malignant ascites and, in turn, create long-term shareholder value."

Recent Highlights

- On July 5, 2022, the Company announced it has fulfilled another item from the list of required FDA tasks for its pancreatic cancer product candidate. This was done through the completion of a study that confirmed the qRT-PCR can be successfully implemented for testing. It also confirmed the identity and stability of the cytochrome P450 expression construct in the cells used for the production of CypCapsÔ both before and after encapsulation in the cGMP batches.
- On June 2, 2022, PharmaCyte's Board of Directors authorized a share repurchase program to repurchase up to $10 million of PharmaCyte's outstanding shares of common stock. The share repurchase will begin shortly after issuance of our preliminary year-end financial results in this press release.
- On May 23, 2022, PharmaCyte announced that it has initiated the first in a new series of studies to test the ability of its pancreatic cancer therapy to treat malignant ascites. This is the eighth and final preclinical study that may lead to a Phase 1 clinical trial. Such a clinical trial may allow us to validate the technology much faster than PharmaCyte's planned Phase 2b clinical trial in LAPC.

- On April 19, 2022, PharmaCyte reported positive results to satisfy FDA requirements related to the empty capsule material that comprises its pancreatic cancer clinical trial product candidate.
- On April 13, 2022, the Company announced that it would accelerate preparations for the start of its Phase 2b clinical trial in LAPC by working parallel paths to have the clinical hold lifted and enroll the first patient in the clinical trial for LAPC.
- On April 5, 2022, PharmaCyte announced the appointment of Dr. Matthias Löhr to its Board of Directors. Dr. Loehr is Professor of Gastroenterology and Hepatology at the famed Karolinska Institute in Stockholm, Sweden, and leads the Pancreatic Team at Karolinska University Hospital. He has held dozens of leadership roles in learned societies, cancer research centers, universities and governmental agencies.
- On March 22, 2022, PharmaCyte announced it had successfully completed a 24-month product stability study required by the FDA for its pancreatic cancer clinical trial product candidate. This demonstrates that CypCaps has now proven it has a shelf life of at least 24 months when stored at -80 degrees Celsius.

Cautionary Statement

The financial data contained in this press release are preliminary and unaudited, based upon PharmaCyte's good faith estimates and subject to completion of PharmaCyte's financial closing procedures. While PharmaCyte expects that its final financial results for its fiscal year and quarter ended April 30, 2022, following the completion of its financial closing procedures, will generally be consistent with the amounts provided in this press release. PharmaCyte's actual results may differ materially from these estimates as a result of the completion of its financial closing procedures, as well as final adjustments and other developments that may arise between now and the time that its financial results for the fiscal year and quarter ended April 30, 2022, are finalized.

The results provided in this press release are preliminary and subject to completion and audit of PharmaCyte's financial statements.

About PharmaCyte Biotech

PharmaCyte Biotech, Inc. is a biotechnology company developing cellular therapies for cancer, diabetes and malignant ascites 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, diabetes and malignant ascites 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, a chemotherapy drug that is normally activated in the liver (ifosfamide) 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 drug 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 candidate therapy for Type 1 diabetes and insulin-dependent Type 2 diabetes involves encapsulating a human cell line that has been genetically engineered to produce and release insulin in response to the levels of blood sugar in the human body. The encapsulation of the cell line 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.

PharmaCyte's therapy for malignant ascites involves using the same encapsulated cells PharmaCyte employs for pancreatic cancer but placing the encapsulated cells in the peritoneal cavity of a patient and administering ifosfamide intravenously.

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 PharmaCyte's management and Board of Directors. Any statements contained in this press release which do not describe historical facts are forward-looking statements subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements, including material differences between the Company's actual financial results and the preliminary financial results presented herein. Factors that could affect our actual results include our ability to satisfactorily address the issues raised by the FDA in order to have the clinical hold on our IND removed, as well as such other factors that are included in the 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 https://www.PharmaCyte.com.
Information may also be obtained by contacting PharmaCyte's Investor Relations Department.

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