

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1
TO
SCHEDULE TO**

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

PharmaCyte Biotech, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.0001 par value
(Title of Class of Securities)

71715X203
(CUSIP Number of Class of Securities)

Joshua N. Silverman
Interim Chief Executive Officer, Interim President and Interim Chairman of the Board
PharmaCyte Biotech, Inc.
3960 Howard Hughes Parkway, Suite 500
Las Vegas, NV 89169
(917) 595-2850

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Kenneth R. Koch, Esq.
Daniel A. Bagliebter, Esq.
Jeffrey D. Cohan, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
919 Third Avenue
New York, NY 10022
Telephone: (212) 935-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

AMENDMENT NO. 1 TO SCHEDULE TO

This Amendment No. 1 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO initially filed by PharmaCyte Biotech, Inc., a Nevada corporation (the "Company"), with the Securities and Exchange Commission on May 11, 2023 (together with any amendments or supplements thereto, the "Schedule TO"), which relates to the offer by the Company to purchase up to 7,750,000 shares of its common stock, par value \$0.0001 per share (the "Shares"), at a price of \$3.25 per Share (the "Purchase Price"), to the seller in cash, less any applicable withholding taxes and without interest.

The Company's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 11, 2023, the related Letter of Transmittal and other related materials, copies of which were previously filed as exhibits to the Schedule TO (which together, as amended or supplemented from time to time, constitute the "Offer").

This Amendment is being filed to amend and supplement the Schedule TO. Except as amended hereby to the extent specifically provided herein, all terms of the Offer and all other disclosures set forth in the Schedule TO and the exhibits thereto remain unchanged and are hereby expressly incorporated into this Amendment by reference. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Schedule TO.

This Amendment is being filed to report the results of the Offer and is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) promulgated under the Securities Exchange Act of 1934, as amended. All information in the Offer and the Schedule TO is expressly incorporated by reference herein.

The following information is provided pursuant to Rule 13e-4(c)(4):

- The Company has received the final results of the Offer, which expired one minute after 11:59 p.m., New York City time, on June 9, 2023.
- The Company has accepted for purchase 8,085,879 Shares at the Purchase Price, for an aggregate purchase price of \$26,279,106.75, excluding fees, any excise taxes and expenses relating to the Offer.

ITEMS 11. ADDITIONAL INFORMATION

Item 11 is hereby amended and supplemented as follows:

On June 15, 2023, the Company issued a press release announcing the final results of the tender offer. A copy of such press release is filed as Exhibit (a)(6) to this Schedule TO and is incorporated herein by reference.

2

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and restated as follows:

EXHIBIT NUMBER	DESCRIPTION
(a)(1)(A)*	Offer to Purchase, dated May 11, 2023.
(a)(1)(B)*	Letter of Transmittal (including IRS Form W-9).
(a)(1)(C)*	Notice of Guaranteed Delivery.
(a)(1)(D)*	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees, dated May 11, 2023.
(a)(1)(E)*	Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees, dated May 11, 2023.
(a)(1)(F)*	Form of Notice of Withdrawal.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)*	Press Release, dated May 11, 2023.
(a)(6)	Press Release, dated June 15, 2023.
(b)	None.
(c)	None.
(d)(1)	PharmaCyte Biotech, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K filed on July 28, 2022).
(d)(2)	PharmaCyte Biotech, Inc. 2022 Equity Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on November 25, 2022).
(d)(3)	Amended and Restated Executive Compensation Agreement, dated May 8, 2022, between Carlos A. Trujillo and the Company (incorporated by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K filed on July 28, 2022).
(d)(4)	Third Stock Option Agreement, dated March 10, 2017, between Carlos A. Trujillo and the Company (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on March 13, 2017).
(d)(5)	Form of Director Offer Letter (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed on August 16, 2022).
(e)	None.
(f)	None.
(g)	None.
(h)	None.
107*	Filing Fee Table.

* Previously filed.

3

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

PharmaCyte Biotech, Inc.

By: /s/ Joshua N. Silverman
 Joshua N. Silverman
 Interim Chief Executive Officer, Interim President
 and Interim Chairman of the Board

Date: June 15, 2023

PharmaCyte Biotech Announces Final Results of Tender Offer

LAS VEGAS, June 15, 2023 – (Business Wire) – PharmaCyte Biotech, Inc. (Nasdaq: PMCB) (“PharmaCyte” or the “Company”) today announces the final results of its previously announced tender offer to acquire up to 7,750,000 million shares of the Company’s common stock, par value \$0.001 per share, at a price of \$3.25 per share in cash, less any applicable withholding taxes and without interest. The tender offer expired one minute after 11:59 p.m. on June 9, 2023, and was funded entirely through the Company’s cash on hand.

PharmaCyte CEO Josh Silverman commented, “Having completed the tender offer, we believe we are in a stronger position to optimize shareholder value. Our significant cash position of approximately \$74 million following the tender offer, combined with very limited cash burn, allows us to continue to carefully evaluate potential acquisition targets that would provide shareholder value while we assess our current assets, which are intended to address a highly unmet medical need in pancreatic cancer. We look forward to providing additional updates as developments warrant.”

Based on the final count by American Stock Transfer & Trust Company, LLC, the depository for the tender offer (the “Depository”), 9,741,919 shares of PharmaCyte’s common stock were validly tendered and not properly withdrawn at a purchase price of \$3.25 per share.

In accordance with the terms and conditions of the tender offer, based on the final count, PharmaCyte has accepted for purchase 8,085,879 shares of common stock at a purchase price of \$3.25 per share, for an aggregate cost of \$26,279,106.75, excluding fees, any excise taxes and expenses relating to the tender offer. Included in the 8,085,879 shares that the Company accepted for purchase are 335,879 shares that the Company elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding shares. The number of shares that PharmaCyte has accepted for purchase in the tender offer represents approximately 48% of the total number of shares of common stock outstanding as of April 30, 2023. PharmaCyte had 8,708,101 shares of common stock outstanding following payment for the shares of common stock purchased in the tender offer.

The Depository will promptly pay for all of the shares of common stock accepted for purchase in accordance with the terms and conditions of the tender offer. D.F. King & Co., Inc., is serving as the information agent for the tender offer and American Stock Transfer & Trust Company, LLC is serving as the Depository. For all questions relating to the tender offer, please contact the information agent, D.F. King & Co., Inc., at pmcb@dfking.com or call toll-free at (866) 342-1635.

About PharmaCyte Biotech

PharmaCyte is a biotechnology company that is currently evaluating its signature live-cell encapsulation technology, Cell-in-a-Box[®], for potential development of cellular therapies for cancer, diabetes, and malignant ascites, while also exploring the opportunity for other strategic acquisitions.

The Cell-in-a Box technology involves encapsulating genetically engineered human cells that can then be reintroduced to attack disease. The Company is exploring possible utility in cancer (particularly pancreatic), Type 1 and insulin-dependent Type 2 diabetes, and malignant ascites.

However, until the review by the Business Review Committee and the Board is complete and the Board has determined the actions and plans to be implemented, the Board has curtailed spending on the foregoing programs.

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. 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, whether our exploration of additional opportunities to create new paths toward shareholder value is successful, 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 SEC. 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://pharmacYTE.com>.

Investor Contact:

CORE IR
ir@pharmacYTE.com

Media Contact:

Jules Abraham
CORE IR
Telephone: 917.885.7378
Email: julesa@coreir.com

For more information about the tender offer, contact the information agent:

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, NY 10005
Banks and Brokers Call: (212) 269-5550
All Others Call Toll Free: (866) 342-1635
pmcb@dfking.com