

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): August 31, 2023

**PHARMACYTE BIOTECH, INC.**

(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State or other jurisdiction of incorporation)

001-40699  
(Commission File Number)

62-1772151  
(I.R.S. Employer Identification No.)

**3960 Howard Hughes Parkway, Suite 500**  
Las Vegas, Nevada  
(Address of Principal Executive Offices)

89169  
(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As disclosed below, at the special meeting of PharmaCyte Biotech, Inc. (the "Company") held on August 31, 2023 (the "Special Meeting"), the Company's stockholders approved an amendment (the "Amendment") to the Company's Articles of Incorporation, as amended (the "Charter"), to increase the total number of authorized shares of the Company's common stock from 133,333,334 to 200,000,000. On September 6, 2023, the Company filed the Amendment with the Secretary of State of the State of Nevada with immediate effect.

The summary of the Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On August 31, 2023, the Company held the Special Meeting via live webcast. At the Special Meeting, 11,422,363 shares of common stock, or approximately 68.01% of the outstanding shares of common stock entitled to vote, were represented by proxy or in person, representing a quorum.

At the Special Meeting, the stockholders of the Company voted as set forth below on two proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 31, 2023. The final voting results for each matter submitted to a vote of the Company's stockholders are as follows:

**Proposal 1. Authorization of the Issuance of Shares.**

The authorization, for purposes of complying with Nasdaq Listing Rule 5635(d), of the issuance of shares of the Company's common stock underlying shares of convertible preferred stock and warrants issued by the Company pursuant to the terms of that certain Securities Purchase Agreement, dated May 9, 2023, by and between the Company and the investors named therein, in an amount equal to or in excess of 20% of the Company's common stock outstanding before the issuance of such convertible preferred stock and warrants (including any amortization payments made to the holders of convertible preferred stock in the form of issuance of shares of common stock and upon the operation of anti-dilution provisions contained in such convertible preferred stock and warrants):

For

Against

Abstain

Broker Non-Votes

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7,170,025

400,161

432,796

3,419,381

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**Proposal 2. Approval of the Increase of Authorized Shares of Common Stock.**

The approval of an amendment to the Charter to increase the total number of authorized shares of common stock from 133,333,334 to 200,000,000:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
9,982,019	1,019,080	421,264

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Change to Articles of Incorporation of the Company, dated September 6, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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: September 7, 2023

**PHARMACYTE BIOTECH, INC.**

By: /s/ Joshua N. Silverman  
Joshua N. Silverman  
Interim Chief Executive Officer and Interim President

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**FRANCISCO V. AGUILAR**  
*Secretary of State*

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

*Commercial Recordings Division*  
202 N. Carson Street  
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North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-3888

**GABRIEL DI CHIARA**  
*Chief Deputy*

**Business Entity - Filing Acknowledgement**

09/06/2023


**Work Order Item Number:** W2023090600351-3131487  
**Filing Number:** 20233460427  
**Filing Type:** Certificate Pursuant to NRS 78.209  
**Filing Date/Time:** 9/6/2023 8:52:00 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,  
  
FRANCISCO V. AGUILAR  
Secretary of State



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>F. Aguilar</i>	C22368-1996
Secretary of State	Filing Number
State Of Nevada	20233460427
	Filed On
	9/5/2023 8:52:00 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.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input style="width: 100%;" type="text" value="PharmaCyte Biotech, Inc."/> Entity or Nevada Business Identification Number (NVID): <input style="width: 100%;" type="text" value="NV19961216201"/>	
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 133,333,334 shares of common stock, par value \$0.0001 per share 10,000,000 shares of preferred stock, par value \$0.0001 per share	
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 200,000,000 shares of common stock, par value \$0.0001 per share 10,000,000 shares of preferred stock, par value \$0.0001 per share	
<b>4. Issuance:</b>	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: No new shares will be issued pursuant to this increase authorized shares.	
<b>5. Provisions:</b>	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: No fractional shares will be issued pursuant to this increase in authorized shares.	
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.	
<b>7. Effective date and time: (Optional)</b>	Date: <input style="width: 100px;" type="text"/>	Time: <input style="width: 100px;" type="text"/>
(must not be later than 90 days after the certificate is filed)		
<b>8. Signature: (Required)</b>	<input checked="" type="checkbox"/> Signature of Officer <input style="width: 100px;" type="text" value="Interim CEO"/> <input style="width: 100px;" type="text" value="09/05/2023"/> Title Date	

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