

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): January 27, 2021

**SYNTHETIC BIOLOGICS, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation)

001-12584

(Commission File No.)

13-3808303

(IRS Employer Identification  
No.)

9605 Medical Center Drive, Suite 270  
Rockville, Maryland 20850  
(Address of principal executive offices and zip code)

(301) 417-4364  
Registrant's telephone number, including area code

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 (see General Instruction A.2. below):

- 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 each exchange on which registered
Common stock, par value \$0.001 per share	SYN	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark 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.**

On January 27, 2021, the Company filed a Certificate of Amendment to the Certificate of Designation for its Series A Convertible Preferred Stock (the "Certificate of Amendment") with the Secretary of State of the State of Nevada that adjusted the conversion price from \$18.90 per share to \$1.50 per share and removed the redemption upon change of control.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events**

On January 27, 2021, the Company received notice from the holder of the Series A Preferred Stock that it was increasing the Maximum Percentage (as such term is defined in the Certificate of Designation for the Series A Convertible Preferred Stock) from 4.99% to 9.99%, such increase to be effective 61 days from the date hereof. As of the date of this Current Report on Form 8-K, the Company has 60,299,822 shares of common stock outstanding.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to the Certificate of Designation for the Series A Convertible Preferred Stock</a>

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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.

Dated: January 27, 2021

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross

Name: Steven A. Shallcross

Title: Chief Executive Officer and Chief Financial Officer

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Certificate, Amendment or Withdrawal of Designation

1. The last sentence of the first paragraph of Section 6(a) is hereby deleted in its entirety and replaced with the following:

"From January 27, 2021 until September 30, 2021, the "Conversion Price" shall be reduced to \$1.50 per share, subject to adjustment as provided below. After October 1, 2021, the "Conversion Price" shall be \$18.90, subject to adjustment as provided below."

2. The references to section 7 in Section 6(a) are hereby deleted.

3. Section 7 is hereby deleted in its entirety and replaced with the following:

"[Intentionally Deleted]"

4. The definitions of "Change of Control" and "Change of Control Price" in Section 10 are each hereby deleted in their entirety.

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