

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

FORM 8-K/A
Amendment No. 1

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.

Explanatory Note

Synthetic Biologics, Inc. (the "Company") filed a Current Report on Form 8-K on January 27, 2021 (the "Original Report"). This Amendment No. 1 on Form 8-K/A is being filed solely to add Item 5.07 below, update the information in Section 8.01 and file the filed - stamped copy of the exhibit.

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 hereto.

Item 5.07. Submission of Matter to a Vote of Security Holders

On January 27, 2021, the holder of all of the outstanding shares of the Company's Series A Preferred Series A Convertible Preferred Stock acting by written consent approved the Amendment.

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 January 27, 2021. As of the date of this Current Report on Form 8-K/A, the Company has 63,459,822 shares of common stock outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed with this Current Report on Form 8-K/A:

Exhibit Number	Description
3.1	Certificate of Amendment to the Certificate of Designation for the Series A Convertible Preferred Stock

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: February 1, 2021

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross

Name: Steven A. Shallcross

Title: Chief Executive Officer
and Chief Financial Officer

Filed in the Office of <i>Barbara K. Cegavske</i> Secretary of State State Of Nevada	Business Number	E0776232008-6
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BARBARA K. CEGAVSKE
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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:	Name of entity: <div style="border: 1px solid black; padding: 2px;">Synthetic Biologics, Inc.</div>	
	Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; width: 150px; height: 15px; display: inline-block;"></div>	
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date: <div style="border: 1px solid black; width: 80px; height: 15px; display: inline-block;"></div> Time: <div style="border: 1px solid black; width: 80px; height: 15px; display: inline-block;"></div> <small>(must not be later than 90 days after the certificate is filed)</small>
3. Class or series of stock; (Certificate of Designation only)	The class or series of stock being designated within this filing: <div style="border: 1px solid black; padding: 2px;">Series A Convertible Preferred Stock</div>	
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <div style="border: 1px solid black; height: 20px;"></div>	
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.	
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* Certificate, Amendment or Withdrawal of Designation: 1. The last sentence of the first paragraph of Section 6a) is hereby deleted in its entirety and replaced with the following: <div style="border: 1px solid black; height: 20px;"></div>	
7. Withdrawal:	Designation being Withdrawn: <div style="border: 1px solid black; width: 150px; height: 15px; display: inline-block;"></div> Date of Designation: <div style="border: 1px solid black; width: 80px; height: 15px; display: inline-block;"></div> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <div style="border: 1px solid black; height: 20px;"></div>	
8. Signature: (Required)	<input checked="" type="checkbox"/> <div style="border: 1px solid black; width: 150px; height: 15px; display: inline-block;"></div> Date: <div style="border: 1px solid black; width: 80px; height: 15px; display: inline-block;"></div> Signature of Officer	

* Attach additional page(s) if necessary
This form must be accompanied by appropriate fees.

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.