
**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): April 20, 2017

PROPANC BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-54878

(Commission
File Number)

33-0662986

(IRS Employer
Identification No.)

**302, 6 Butler Street
Camberwell, VIC, 3124 Australia**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **61 03 9882 6723**

Propanc Health Group Corporation

(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))

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

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

On April 19, 2017, Propanc Health Group Corporation (the “Company”) filed with the Division of Corporations, Delaware Department of State two certificates of amendment to its certificate of incorporation.

The first amendment provided for a reverse stock split of the Company’s common stock, par value, \$0.001 per share (the “Common Stock”), at a ratio of 1-for-250 (the “Reverse Split”). This amendment further provided for a reduction in the number of authorized shares of Common Stock to 100 million, as well as for a reduction in the number of authorized shares of preferred stock to 1,500,005 (the “Authorized Share Reduction”). The Company’s intention to effect both the Reverse Split and the Authorized Share Reduction were previously disclosed in a definitive information statement on Schedule 14C filed on March 13, 2017 and in a current report on Form 8-K filed on March 31, 2017.

The second amendment provided that the Company’s name would change to Propanc Biopharma, Inc. (the “Name Change”). The intent to effect the Name Change had previously been disclosed by the Company in a current report on Form 8-K on March 31, 2017.

Both amendments had an effective date and time of 12:01 a.m. on April 20, 2017.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1.1 Certificate of Amendment to the Company’s Certificate of Incorporation relating to the Reverse Split and the Authorized Share Reduction

3.1.2 Certificate of Amendment to the Company’s Certificate of Incorporation relating to the Name Change

SIGNATURES

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

Dated: April 26, 2017

PROPANC BIOPHARMA, INC.

By: /s/ James Nathanielsz

James Nathanielsz

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
PROPANC HEALTH GROUP CORPORATION**

PROPANC HEALTH GROUP CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: That resolutions were duly adopted by the Board of Directors of the Corporation by written consent on February 16, 2017, setting forth a proposed amendment to the Amended Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and recommended for approval by the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Amended Certificate of Incorporation of this Corporation be amended by deleting Article 4 in its entirety and replacing it as follows:

“Article 4. The total number of shares of common stock that the Corporation is authorized to issue is 100,000,000, at a par value of \$0.001 (“**Common Stock**”).

Upon the filing and effectiveness (the “**Effective Time**”) pursuant to the General Corporation Law of the State of Delaware of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each 250 shares of Common Stock either issued and outstanding or held by the Corporation as treasury stock shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “**Reverse Stock Split**”). No fractional shares shall be issued in connection with the Reverse Stock Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of a fractional share. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any such fractional share, round up to the nearest whole number of shares in order to bring the number of shares held by such holder up to the next whole number of shares of Common Stock. No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“**Old Certificates**”) shall thereafter represent the number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

The total number of shares of preferred stock that the Corporation is authorized to issue is 1,500,005, par value of \$0.01.

The total number of shares the Corporation is therefore authorized to issue is 101,500,005, of which 100,000,000 are shares of Common Stock with the par value \$0.001 and 1,500,005 are shares of Preferred Stock with the par value \$0.01.”

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware to approve the Reverse Stock Split.

THIRD: That the Effective Time of this amendment shall be 12:01 a.m. on April 20, 2017.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 19th day of April 2017.

PROPANC HEALTH GROUP CORPORATION

By: */s/ James Nathanielsz*

Name: James Nathanielsz

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION OF
PROPANC HEALTH GROUP CORPORATION**

PROPANC HEALTH GROUP CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify that:

FIRST: That resolutions were duly adopted by the Board of Directors of the Corporation by written consent on March 27, 2017, setting forth a proposed amendment to the Amended Certificate of Incorporation of the Corporation, declaring said amendment to be in the best interest of the Corporation. The resolution setting forth the proposed amendment is substantially as follows:

RESOLVED, That the Amended Certificate of Incorporation of this Corporation be amended by deleting Article 1 in its entirety and replacing it as follows:

“Article 1. The name of the corporation is Propanc Biopharma, Inc. (the “**Company**”).”

SECOND: That neither a vote nor a consent in lieu of a vote of the stockholders of the Corporation is required to effect this change in the name of the Corporation, in accordance with Section 242(b)(1) of the General Corporation Law of the State of Delaware.

THIRD: That the effective date and time of this amendment shall be 12:01 a.m. on April 20, 2017.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 19th day of April 2017.

PROPANC HEALTH GROUP CORPORATION

By: /s/ James Nathanielsz

Name: James Nathanielsz

Title: Chief Executive Officer
