
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): November 17, 2020

PROPANC BIOPHARMA, INC.
(Exact Name of Registrant as Specified in 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)

61 03 9882 0780
(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	N/A

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 3.03 Material Modifications of Rights of Security Holders.

The information set forth in Item 5.03 is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

Charter Amendment for Reverse Stock Split

On November 17, 2020, Propanc Biopharma, Inc. (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Charter Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-1,000 Reverse Stock Split (the “Reverse Stock Split”) of the Company’s shares of common stock. The Reverse Stock Split was unanimously approved by the Company’s board of directors and approved by a majority vote of stockholders.

As a result of the Reverse Stock Split, every one thousand (1,000) shares of the Company’s pre-reverse split common stock will be combined and reclassified into one (1) share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the Reverse Stock Split. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise hold a fractional share of common stock will receive one additional share for each fractional share.

The Company is authorized to issue 1,000,000,000 shares of common stock, \$0.001 par value, and 1,500,005 shares of preferred stock, \$0.01 par value. The Company’s board of directors shall have the authority to authorize the issuance of 1,500,005 shares of preferred stock with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a Certificate of Designation as required by the General Corporation Law of the State of Delaware.

The foregoing description of the Charter Amendment is not complete and is qualified in its entirety by reference to the Charter Amendment, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

The Reverse Stock Split is intended to allow the Company to maintain legal compliance with outstanding debt and convertible note instruments (including the obligation to maintain adequate share reserves). In addition, the Reverse Stock Split is intended to increase the per share trading price of the Company’s common stock so as to qualify for an uplist to the OTC Markets Group QB Open Market exchange. The Company’s common stock will trade on The OTC Markets Group Pink Open Market exchange on a post-reverse split basis at the open of business on November 19, 2020 (the “Market Effective Date”). The Company’s post-reverse split common stock has a new CUSIP number (CUSIP No. 74346N404), but the par value and other terms of the common stock are not affected by the Reverse Stock Split. The common stock will trade under the ticker symbol “PPCBD” for the 20 business days following the Market Effective Date.

As of November 18, 2020, there were 688,670,618 shares of common stock outstanding. As a result of the Reverse Stock Split, there will be 688,671 shares of common stock outstanding. All holders of the Company’s options and warrants to purchase the Company’s common stock will be adjusted in accordance with their terms, where applicable, to reflect the Reverse Stock Split.

The Company’s transfer agent, Action Stock Transfer Corporation, is acting as exchange agent for the Reverse Stock Split.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	<u>Certificate of Amendment to Certificate of Incorporation of Propanc Biopharma, Inc., filed with the Secretary of State of the State of Delaware on November 17, 2020</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this

PROPANC BIOPHARMA, INC.

Dated: November 19, 2020

By: /s/ James Nathanielsz

Name: James Nathanielsz

Title: Chief Executive Officer

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 10:07 AM 11/17/2020
 FILED 10:07 AM 11/17/2020
 SR 20208421435 - File Number 4902919

**CERTIFICATE OF AMENDMENT TO
 CERTIFICATE OF INCORPORATION OF
 PROPANC BIOPHARMA, INC.**

PROPANC BIOPHARMA, INC., 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 August 21, 2020, setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, as amended (the "**Certificate of Incorporation**"), 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 Certificate of Incorporation be amended by amending Article 4 by adding the following language:

"Article 4. A. Classes of Stock. The Corporation is authorized to issue two classes of shares to be designated as "**Common Stock**" and "**Preferred Stock**," respectively. The Corporation has the authority to issue 1,000,000,000 total shares of Common Stock, \$0.001 par value per share, and 1,500,005 total shares of Preferred Stock, \$0.01 par value per share.

1. Upon the filing and effectiveness of this Certificate of Amendment to the Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware (the "**Effective Time**"), each 1,000 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 Company will issue to the Company's stockholders holding a fractional share of Common Stock one additional share of Common Stock for each fractional share. 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.

B. Preferred Stock. The Corporation's board of directors shall have the authority to authorize the issuance of 1,500,005 shares of Preferred Stock with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a Certificate of Designation as required by the General Corporation Law of the State of Delaware."

SECOND: That in lieu of a meeting and vote of the stockholders, the Corporation's stockholders holding a majority of the outstanding voting power of the Corporation's capital stock have given written consent approving this Certificate of Amendment in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this 17th day of November, 2020.

PROPANC BIOPHARMA, INC.

By: /s/James Nathanielsz
Name: James Nathanielsz
Title: Chief Executive Officer
