

**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): March 15, 2023

**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**

(I.R.S. 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)

**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 Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of principal U.S. market on which traded
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. ☐

**Section 5 – Corporate Governance and Management**

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

On March 15, 2023, Propanc Biopharma, Inc. (the “Company”), filed a certificate with the Secretary of State of Delaware (the “Certificate of Retirement”), effecting the retirement and cancellation of the Company’s Series A Preferred Stock (the “Series A Preferred Stock”) to eliminate from its Certificate of Incorporation, as amended (the “Certificate of Incorporation”), all references to the Series A Preferred Stock, including, without limitation, the Certificate of Designation governing the Series A Preferred Stock. No shares of Series A Preferred Stock are currently outstanding.

Pursuant to Section 243(b) of the General Corporation Law of the State of Delaware, once the Certificate of Retirement became effective, it had the effect of amending the Certificate of Incorporation to eliminate all references to the Series A Preferred Stock. The retired shares were returned to the status of authorized but unissued shares of preferred stock, par value \$0.01 per share, of the Company, without designation as to series.

The foregoing description of the Certificate of Retirement does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Retirement, which is filed as Exhibit 3.15 to this Current Report on Form 8-K and is incorporated herein by reference.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
3.15*	<a href="#">Certificate of Retirement of Series A Preferred Stock of the Company, dated March 15, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
* Filed herewith	

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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.

#### PROPANC BIOPHARMA, INC.

Dated: March 17, 2023

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

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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF RETIREMENT OF "PROPANC BIOPHARMA,  
INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D.  
2023, AT 3:20 O`CLOCK P.M.



4902919 8100  
SR# 20231007209

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202927648  
Date: 03-15-23

**CERTIFICATE OF RETIREMENT  
OF  
SERIES A PREFERRED STOCK  
OF  
PROPANC BIOPHARMA, INC.**

Pursuant to Section 243(b)  
of the General Corporation Law  
of the State of Delaware

Pursuant to Section 243 of the General Corporation Law of the State of Delaware, Propanc Biopharma, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies as follows:

1. Pursuant to the authority conferred by the Corporation's Certificate of Incorporation, filed with the Secretary of State of the State of Delaware (the "**Secretary of State**") on November 23, 2010 (and further amended from time to time, the "**Certificate of Incorporation**"), the Board of Directors of the Corporation (the "**Board of Directors**") created a series of 500,000 shares of preferred stock, par value \$0.01 per share ("**Series A Preferred Stock**"), of the Corporation designated as "Series A Preferred Stock," by the filing of a Certificate of Designation with the Secretary of State on December 9, 2014 (the "**Certificate of Designation**"). The Certificate of Incorporation is in effect on the date of the filing of this Certificate of Retirement (the "**Certificate of Retirement**").
2. All of the authorized shares of Series A Preferred Stock were issued and all such shares have been reacquired by the Corporation. As a result of the reacquisition of all of the issued shares of Series A Preferred Stock, there are no shares of Series A Preferred Stock outstanding.
3. Section 8(f) of the Certificate of Designation provides that any shares of Series A Preferred Stock that are reacquired by the Corporation shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Series A Preferred Stock.
4. The Board of Directors, by written consent, resolved to cancel and retire all previously outstanding shares of the Series A Preferred Stock immediately upon their reacquisition by the Corporation, and authorized the filing of this Certificate of Retirement.
5. Accordingly, pursuant to the provisions of Section 243(b) of the General Corporation Law of the State of Delaware, upon the effective time of this Certificate of Retirement, (i) the Certificate of Incorporation shall be amended to eliminate therefrom all reference to the Series A Preferred Stock (and the Certificate of Designation shall be eliminated from the Certificate of Incorporation), and (ii) the 500,000 shares of Series A Preferred Stock shall be retired, and such shares shall resume the status of authorized but unissued shares of the Corporation's preferred stock, such that the total number of authorized shares of the Corporation's preferred stock shall be 1,500,005, such shares consisting of 5 shares designated Series B Preferred Stock, par value \$0.01 per share, and 1,500,000 shares of undesignated preferred stock.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Retirement to be executed this 13<sup>th</sup> day of March, 2023.

**PROPANC BIOPHARMA, INC.**

By:  \_\_\_\_\_

Name: James Nathanielsz

Title: Chief Executive Officer