

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): **June 19, 2019**

**Xenetic Biosciences, Inc.**

(Exact name of registrant as specified in charter)

**Nevada**  
(State or other jurisdiction of incorporation)

**001-37937**  
(Commission File Number)

**45-2952962**  
(IRS Employer Identification No.)

**40 Speen Street, Suite 102**  
**Framingham, Massachusetts**  
(Address of principal executive offices)

**01701**  
(Zip Code)

**(781) 778-7720**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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.

**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, \$0.001 par value per share	XBIO	The NASDAQ Stock Market LLC

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 24, 2019, Xenetic Biosciences, Inc. (the “Company”) amended (i) that certain Share Purchase Agreement (the “Share Purchase Agreement”) among the Company, Hesperix SA, a Swiss corporation (“Hesperix”), the owners of Hesperix (each, a “Seller” and collectively, the “Sellers”), and Alexey Andreevich Vinogradov, as the representative of each Seller, dated March 1, 2019, and (ii) that certain assignment agreement (the “OPKO Assignment Agreement”) between the Company and OPKO Pharmaceuticals, LLC, dated as of March 1, 2019, to amend the date by which the parties will consummate the Transaction (as defined below) from July 1, 2019 to July 15, 2019. A copy of the amendments are filed as Exhibit 2.1 and Exhibit 10.1 to this report and incorporated herein by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

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

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

On June 21, 2019, the Company filed a Certificate of Change to the Company’s Articles of Incorporation with the Secretary of State of the State of Nevada to effect a one-for-twelve reverse stock split of its issued and outstanding common stock (the “Reverse Stock Split”). The Reverse Stock Split will be effective at 12:01 a.m., Eastern Time, on June 25, 2019. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would result from the Reverse Stock Split will be rounded up to the nearest whole share. The Company expects that upon the opening of trading on June 25, 2019, its common stock will trade on the Nasdaq Capital Market on a split-adjusted basis under the current trading symbol “XBIO” and the new CUSIP number 984015 503. A copy of the Certificate of Change is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Also, on June 24, 2019, the Company filed a Certificate of Amendment to the Company’s Articles of Incorporation with the Secretary of State of the State of Nevada to increase the authorized shares of common stock. As a result of the Authorized Share Increase (as defined below) and after giving effect to the Reverse Stock Split, the Company will have 12,500,000 authorized shares of common stock. The Certificate of Amendment is effective at 12:02 a.m., Eastern Time, on June 25, 2019. A copy of the Certificate of Amendment is filed as Exhibit 3.2 to this report and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 19, 2019, the Company held a Special Meeting of Stockholders (the “Special Meeting”). Below is a summary of the proposals presented at the Special Meeting and corresponding votes.

- 1) At the Special Meeting, the vote on the approval of the transaction pursuant to which the Company will acquire the XCART platform technology, as described in the proxy statement/prospectus for the Special Meeting, dated May 22, 2019 (the “Transaction”), is set forth below. In connection with the Transaction, the Company entered into the Share Purchase Agreement, providing for the acquisition by the Company of all the outstanding shares of capital stock of Hesperix (the “Hesperix Acquisition”).

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
7,520,637	9,893	264,122	1,236,818

- 2) At the Special Meeting, the vote on the approval of the issuance of shares of the Company’s common stock, to be issued in connection with the Hesperix Acquisition and in accordance with the OPKO Assignment Agreement, as required by and in accordance with the applicable rules of The NASDAQ Stock Market LLC, was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
7,517,172	13,358	264,122	1,236,818

3) At the Special Meeting, the vote on election of director, Dr. Alexey Vinogradov, effective as of the closing date of the Transaction, was as follows:

<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTE</b>
7,435,719	358,933	1,236,818

4) At the Special Meeting, the vote on the approval of an amendment to the Company’s Articles of Incorporation to increase the authorized shares of common stock to 150,000,000 shares (the “Authorized Share Increase”), was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
8,599,104	164,149	268,217	0

5) At the Special Meeting, the vote on a proposal to adjourn the Special Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies if, based upon the tabulated vote at the time of the Special Meeting, the Company is not authorized to consummate the transactions contemplated by the aforementioned proposals, was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTE</b>
8,654,273	98,588	278,609	0

**Item 8.01. Other Events.**

On June 24, 2019, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Description</b>
2.1	<a href="#">Second Amendment to the Share Purchase Agreement.</a>
3.1	<a href="#">Certificate of Change.</a>
3.2	<a href="#">Certificate of Amendment.</a>
10.1	<a href="#">Second Amendment to the OPKO Assignment Agreement.</a>
99.1	<a href="#">Press release, dated June 24, 2019.</a>

**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.

**XENETIC BIOSCIENCES, INC.**

Date: June 24, 2019

By:     /s/ James Parslow      
Name: James Parslow  
Title: Chief Financial Officer

**SECOND AMENDMENT TO SHARE PURCHASE AGREEMENT**

THIS SECOND AMENDMENT TO SHARE PURCHASE AGREEMENT (this "Amendment"), dated June 24, 2019, is entered into by and between Xenetic Biosciences, Inc., a Nevada corporation ("Buyer") and Alexey Andreevich Vinogradov, as the representative of each Seller as more fully described in the Purchase Agreement (as defined below) (the "Sellers' Representative").

**RECITALS**

**WHEREAS**, Buyer, the Sellers' Representative, Hesperix SA, a Swiss corporation (the "Company"), and those owners of the Company set forth in the signature page thereto, previously entered into that certain Share Purchase Agreement, dated as of March 1, 2019, as amended (the "Purchase Agreement");

**WHEREAS**, pursuant to Section 11.09 of the Purchase Agreement, the Purchase Agreement may be amended, modified or supplemented by an agreement in writing signed by Buyer and the Sellers' Representative on behalf of the Sellers; and

**WHEREAS**, Buyer and the Sellers' Representative desire to amend the Purchase Agreement by entering into this Amendment.

**NOW, THEREFORE**, in consideration of the premises, the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Definitions. Capitalized terms used herein and not defined herein shall have the meaning ascribed to such terms as set forth in the Purchase Agreement and all references to Sections shall mean the Sections of the Purchase Agreement unless reference is made to another document.

2. Amendment to Purchase Agreement. The Purchase Agreement is hereby amended as follows:

**Section 10.01. Sections 10.01(b)(ii) and (c)(ii)** are amended to change the date referenced therein of July 1, 2019 to July 15, 2019.

3. Purchase Agreement Otherwise Unchanged. Except as expressly provided herein, the Purchase Agreement shall remain unchanged and in full force and effect. Each reference to "this Agreement" or "the Purchase Agreement" and words of similar import in the Purchase Agreement and in the agreements and other documents contemplated by the Purchase Agreement shall be a reference to the Purchase Agreement, as amended hereby, and as the same may be further amended, restated, supplemented and otherwise modified and in effect from time to time.

4. Ratification. In all respects not inconsistent with this Amendment, Buyer and the Sellers' Representative hereby ratify and affirm the Purchase Agreement as amended hereby.

5. Miscellaneous. This Amendment shall be binding upon and inure to the benefit of each party to the Purchase Agreement and its successors and permitted assigns. The interpretation and construction of this Amendment, and all matters relating hereto, shall be governed by the laws of the State of Delaware applicable to agreements executed and to be performed solely within such State and without regard to the conflict of laws rules thereof. The headings in this Amendment are for reference only and shall not affect the meaning or interpretation of this Amendment. This Amendment may be executed in counterparts, each of which is deemed an original, but all of which constitute one and the same instrument. Delivery of an executed counterpart of this Amendment electronically, via email or .pdf, or by facsimile shall be effective as delivery of an original executed counterpart of this Amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date and year first set forth above.

**BUYER:**

XENETIC BIOSCIENCES, INC.

By: /s/ James Parslow

Name: James Parslow

Title: Chief Financial Officer

**SELLERS' REPRESENTATIVE:**

/s/ Alexey Andreevich Vinogradov

Alexey Andreevich Vinogradov

[Signature Page to Second Amendment to Share Purchase Agreement]

BARBARA K. CEGAVSKE  
Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684-5706  
Website: www.nvsos.gov

**Certificate of Change Pursuant  
to NRS 78.209**

**Certificate of Change filed Pursuant to NRS 78.209**  
**For Nevada Profit Corporations**

1. Name of Corporation:

XENETIC BIOSCIENCES, INC.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

45,454,546 shares of common stock, par value \$0.001  
10,000,000 shares of preferred stock, par value \$0.001

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

3,787,879 shares of common stock , par value \$0.001  
10,000,000 shares of preferred stock, par value \$0.001

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued shares of the same class or series:

1 share of common stock to be issued for every 12 shares of common stock issued and outstanding on the effective date (June 25, 2019 at 12:01 am ET).

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

Fractional shares will be rounded up to the nearest whole number.

7. Effective date and time of filing: (optional)      Date: 06/25/2019      Time: 12:01 a.m. ET

8. Signature:

/s/ James Parslow  
Signature of Officer

Chief Financial Officer  
Title

BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 and 78.390)

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of Corporation:

XENETIC BIOSCIENCES, INC.

2. The articles have been amended as follows:

1. Article III, Section 1

Section 1. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is twenty two million five hundred thousand (22,500,000) shares, consisting of two classes to be designated, twelve million five hundred thousand (12,500,000) shares shall be designated as "Common Stock" and ten million (10,000,000) shares shall be designated as undifferentiated blank check "Preferred Stock," with all of such shares having a par value of \$.001 per share.  
See Attached

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 95.2%

4. Effective date and time of filing:   Date: 06/25/2019                      Time: 12:02 A.M. ET

5. Signature:

/s/ James Parslow

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.



Article III, Section 1

Section 1. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is twenty two million five hundred thousand (22,500,000) shares, consisting of two classes to be designated, twelve million five hundred thousand (12,500,000) shares shall be designated as "Common Stock" and ten million (10,000,000) shares shall be designated as undifferentiated blank check "Preferred Stock," with all of such shares having a par value of \$.001 per share.

The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issuance of any shares thereof. The voting powers, designations, preferences, limitations, restrictions, and relative, participating, optional and other rights, and the qualifications, limitations, or restrictions thereof, of the Preferred Stock shall hereinafter be prescribed by resolution of the board of directors pursuant to Section 3 of this Article.

**SECOND AMENDMENT TO ASSIGNMENT AGREEMENT**

THIS SECOND AMENDMENT TO ASSIGNMENT AGREEMENT (this "Amendment"), dated June 24, 2019, is entered into by and between XENETIC BIOSCIENCES, INC., a Nevada corporation ("Buyer"), and OPKO PHARMACEUTICALS, LLC ("OPKO").

**RECITALS**

**WHEREAS**, Buyer and OPKO previously entered into that certain Assignment Agreement, dated as of March 1, 2019, as amended (the "Assignment Agreement");

**WHEREAS**, pursuant to Section 9.09 of the Assignment Agreement, the Assignment Agreement may be amended, modified or supplemented by an agreement in writing signed by Buyer and OPKO; and

**WHEREAS**, Buyer and OPKO desire to amend the Assignment Agreement by entering into this Amendment.

**NOW, THEREFORE**, in consideration of the premises, the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Definitions. Capitalized terms used herein and not defined herein shall have the meaning ascribed to such terms as set forth in the Assignment Agreement and all references to Sections shall mean the Sections of the Assignment Agreement unless reference is made to another document.

2. Amendment to Assignment Agreement. The Assignment Agreement is hereby amended as follows:  
**Section 8.01**. Sections 8.01(b)(ii) and (c)(ii) are amended to change the date referenced therein of July 1, 2019 to July 15, 2019.

3. Assignment Agreement Otherwise Unchanged. Except as expressly provided herein, the Assignment Agreement shall remain unchanged and in full force and effect. Each reference to "this Agreement" or "the Assignment Agreement" and words of similar import in the Assignment Agreement and in the agreements and other documents contemplated by the Assignment Agreement shall be a reference to the Assignment Agreement, as amended hereby, and as the same may be further amended, restated, supplemented and otherwise modified and in effect from time to time.

4. Ratification. In all respects not inconsistent with this Amendment, Buyer and OPKO hereby ratify and affirm the Assignment Agreement as amended hereby.

5. Miscellaneous. This Amendment shall be binding upon and inure to the benefit of each party to the Assignment Agreement and its successors and permitted assigns. The interpretation and construction of this Amendment, and all matters relating hereto, shall be governed by the laws of the State of Delaware applicable to agreements executed and to be performed solely within such State and without regard to the conflict of laws rules thereof. The headings in this Amendment are for reference only and shall not affect the meaning or interpretation of this Amendment. This Amendment may be executed in counterparts, each of which is deemed an original, but all of which constitute one and the same instrument. Delivery of an executed counterpart of this Amendment electronically, via email or .pdf, or by facsimile shall be effective as delivery of an original executed counterpart of this Amendment.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date and year first set forth above.

**BUYER:**

XENETIC BIOSCIENCES, INC.

By: /s/ James Parslow  
Name: James Parslow  
Title: Chief Financial Officer

**OPKO:**

OPKO PHARMACEUTICALS, LLC

By: /s/ Steven D. Rubin  
Name: Steven D. Rubin  
Title: Executive Vice President

[Signature Page to Second Amendment to ASSIGNMENT Agreement]



## **Xenetic Biosciences, Inc. Announces Reverse Stock Split of Common Stock**

**FRAMINGHAM, MA – (June 24, 2019)** – Xenetic Biosciences, Inc. (NASDAQ: XBIO) (“Xenetic” or the “Company”), today announced it will effect a one-for-twelve reverse stock split of its issued and outstanding common stock. Pursuant to the Certificate of Change filed with the Secretary of State of the State of Nevada, the reverse stock split will be effective at 12:01 a.m., Eastern Time, on June 25, 2019. Xenetic expects that upon the opening of trading on June 25, 2019, its common stock will trade on the Nasdaq Capital Market on a split-adjusted basis under the current trading symbol “XBIO” and the new CUSIP number 984015 503.

No fractional shares will be issued as a result of the reverse stock split. Any fractional shares that would result from the reverse stock split will be rounded up to the nearest whole share.

Stockholders of record are not required to send in their current stock certificates or evidence of book-entry or other electronic positions for exchange. Following the effectiveness of the reverse stock split, each stock certificate and book-entry or other electronic position representing issued and outstanding shares of Xenetic's common stock will be automatically adjusted. Those stockholders holding common stock in "street name" will receive instructions from their brokers if they need to take any action in connection with the reverse stock split. Stockholders should direct any questions concerning the reverse stock split to their broker or Xenetic's transfer agent and registrar, Empire Stock Transfer, Inc., at [info@empirestock.com](mailto:info@empirestock.com).

### **About Xenetic Biosciences**

Xenetic Biosciences, Inc. is a clinical-stage biopharmaceutical company focused on the discovery, research and development of next-generation biologic drugs and novel orphan oncology therapeutics. The Company recently announced its plans to acquire the XCART platform, a novel CAR T technology engineered to target personalized, patient-specific tumor neoantigens. The Company plans to initially apply the XCART technology to develop cell-based therapeutics for the treatment of B-cell lymphomas.

Additionally, Xenetic's proprietary drug development platform, PolyXen™, enables next-generation biologic drugs by improving their half-life and other pharmacological properties. The Company has ongoing business development activities to explore partnerships utilizing its PolyXen delivery platform.

For more information, please visit the Company's website at [www.xeneticbio.com](http://www.xeneticbio.com) and connect on Twitter, LinkedIn, and Facebook.

### **Forward-Looking Statements**

This press release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical facts may constitute forward-looking statements within the meaning of the federal securities laws. These statements can be identified by words such as "expects," "plans," "projects," "will," "may," "anticipates," "believes," "should," "intends," "estimates," and other words of similar meaning. Any forward-looking statements contained herein are based on current expectations, and are subject to a number of risks and uncertainties. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These risks and uncertainties include those described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and filed with the Securities and Exchange Commission on March 29, 2019, and subsequent reports that it may file with the Securities and Exchange Commission. The forward-looking statements contained in this press release speak only as of the date the statements were made, and the Company does not undertake any obligation to update forward-looking statements, except as required by law.

### **Contact:**

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Source: Xenetic Biosciences, Inc.