
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: April 26, 2018
(Date of earliest event reported)

COHBAR, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55334
(Commission
File Number)

26-1299952
(I.R.S. Employer
Identification No.)

1455 Adams Drive, Suite 2050
Menlo Park, CA 94025
(Address of principal executive offices and zip code)

(650) 446-7888
(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 (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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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 (§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 R

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.

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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On April 26, 2018, CohBar, Inc. (the “Company”) received written notice from the NASDAQ Stock Market (“NASDAQ”) stating that the Company is not in compliance with the audit committee requirements for continued listing on the NASDAQ Capital Market, as set forth in NASDAQ Listing Rule 5605 (the “Audit Committee Requirements”), following the resignation of Marc Goldberg from the Company’s Board of Directors and Audit Committee on April 16, 2018. The notice has no immediate effect on the listing of the Company’s common stock, and its common stock will continue to trade on the NASDAQ Capital Market under the symbol “CWBR” at this time. In accordance with NASDAQ Listing Rule 5605(c)(4), the Company has a cure period to regain compliance with the Audit Committee Requirements ending on the later of (i) the date of its next annual meeting of stockholders or April 15, 2019; or (ii) if the next annual stockholders meeting is held before October 15, 2018, then October 15, 2018. Mr. Goldberg’s resignation left the Company’s Audit Committee with only two independent members. To regain compliance, the Company’s Board of Directors must appoint an additional independent director, as defined under applicable NASDAQ rules, to the Audit Committee before the expiration of the cure period.

If the Company does not regain compliance with Audit Committee Requirements by October 15, 2018, NASDAQ will provide written notification to the Company that its securities will be subject to delisting. The Company is currently searching for and evaluating candidates for appointment as an independent director to its Board of Directors and Audit Committee prior to the expiration of the cure period.

