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**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: June 27, 2018**

**(Date of earliest event reported)**

**COHBAR, INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**

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

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**000-55334**

**(Commission  
File Number)**

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**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

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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**COHBAR, INC.**

**FORM 8-K**

**Item 8.01 Other Information**

On June 27, 2018, CohBar, Inc. issued a press release announcing the sale of approximately \$20 million in shares of its common stock pursuant to the previously-disclosed Controlled Equity Offering Sales Agreement by and between the Company and Cantor Fitzgerald & Co. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith and this list is intended to constitute the exhibit index:

99.1 [CohBar, Inc. press release dated June 27, 2018.](#)





## **CohBar Completes Sale of \$20 Million Under Controlled Equity Offering**

**Menlo Park, California** – June 27, 2018 – CohBar, Inc. (NASDAQ: CWBR), an innovative biotechnology company developing mitochondria based therapeutics (MBTs) to treat age-related diseases, today announced that it has completed sales of approximately 2,187,000 shares of its common stock at an average price of \$9.14 per share under its previously announced Controlled Equity Offering program, which is now concluded. The company received aggregate gross proceeds of approximately \$20 million, before deducting commissions and other estimated offering expenses totaling approximately \$0.7 million. Sales were completed pursuant to the Controlled Equity Offering Sales Agreement entered into with Cantor Fitzgerald & Co. as sales agent and announced on June 12, 2018. Shares of common stock sold under the program were offered under CohBar’s existing shelf registration statement on Form S-3, which was declared effective on December 1, 2017.

“Our addition to the Russell 2000 Index this month offered a unique opportunity to raise additional funds, at minimal expense and favorable equity cost, to further support our upcoming lead clinical program for NASH and obesity, as well as to increase our investment in our large portfolio of earlier stage mitochondrial peptides,” said Jeff Biunno, CohBar CFO. “We believe that this additional funding will increase our options for our lead clinical program as it progresses, while enabling a more comprehensive evaluation and identification of our early stage peptides for therapeutic potential and future clinical opportunities.”

### **About CohBar**

CohBar is an innovative biotechnology company focused on the research and development of mitochondria based therapeutics (MBTs), an emerging class of drugs for the treatment of age-related diseases. MBTs originate from the discovery by CohBar’s founders of a novel group of peptides within the mitochondrial genome which regulate metabolism and cell death, and whose biological activity declines with age. CohBar’s efforts focus on the development of these mitochondrial-derived peptides (MDPs) into clinically relevant MBTs that offer the potential to address a broad range of age-related diseases with underlying metabolic dysfunction, including nonalcoholic steatohepatitis (NASH), obesity, Type 2 diabetes, cancer, and cardiovascular and neurodegenerative diseases. To date, the company and its founders have discovered more than 100 MDPs. For additional company information, please visit [www.cohbar.com](http://www.cohbar.com).

### **Forward-Looking Statements**

This news release contains forward-looking statements (statements which are not historical facts) within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include CohBar’s anticipated use of the proceeds from the sale of common stock described herein, plans and expectations for its lead candidate program, plans regarding our portfolio of early stage peptides, and statements regarding the therapeutic potential of these and other mitochondria based therapeutics. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by CohBar. These include the risk that our management will choose to use the proceeds in a manner differently than described herein, and the other assumptions, risks and uncertainties described in detail in our registration statements, reports and other filings with the Securities and Exchange Commission and applicable Canadian securities regulators, which are available on our website, and at [www.sec.gov](http://www.sec.gov) or [www.sedar.com](http://www.sedar.com).

You are cautioned that such statements are not guarantees of future performance and that our actual results may differ materially from those set forth in the forward-looking statements. The forward-looking statements and other information contained in this news release are made as of the date hereof and CohBar does not undertake any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

### **Investor and Media Contact:**

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