

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
AMENDMENT NO. 1
TO

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 10, 2022

SYNTHETIC BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

001-12584

(Commission File No.)

13-3808303

(IRS Employer Identification
No.)

**9605 Medical Center Drive, Suite 270
Rockville, Maryland 20850**

(Address of principal executive offices and zip code)

(301) 417-4364

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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	SYN	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by checkmark 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 2.01. Completion of Acquisition or Disposition of Assets

This Current Report on Form 8-K/A amends and supplements Items 9.01(a) and 9.01(b) of the Current Report on Form 8-K filed by Synthetic Biologics, Inc. (the "Company") with the Securities and Exchange Commission on March 11, 2022 (the "Initial Form 8-K") to include audited financial statements for year ended December 2021 for VCN Biosciences, S.L. ("VCN") and unaudited pro forma condensed combined financial information of the Company reflecting ownership of VCN as of and for the year ended December 31, 2021, which were permitted pursuant to Item 9.01 of Form 8-K to be excluded from the Initial Form 8-K and filed by amendment to the Initial Form 8-K no later than 71 days after the date the Initial Form 8-K was required to be filed.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

VCN's audited financial statements as of and for the year ended December 31, 2021 required by Item 9.01(a) of Form 8-K are filed herewith as Exhibit 99.1 and incorporated by reference in this Item 9.01(a).

(b) Unaudited Pro Forma Financial Information

The pro forma condensed combined financial information of the Company required by Item 9.01(b) of Form 8-K is filed herewith as Exhibit 99.2 and incorporated by reference in this Item 9.01(b).

(d) Exhibits.

The following exhibits are filed with this Amendment No. 1 to Current Report on Form 8-K.

Exhibit Number	Description
<u>2.1</u>	<u>Share Purchase Agreement, by and among Synthetic Biologics, Inc., VCN Biosciences, S.L. and the shareholders of VCN Biosciences, S.L., dated December 14, 2021 (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on December 14, 2021 (File No. 001-12584))</u>
<u>2.2</u>	<u>Amendment, dated March 9, 2022, to the Share Purchase Agreement, by and among Synthetic Biologics, Inc., VCN Biosciences, S.L. and the shareholders of VCN Biosciences, S.L., dated December 14, 2021 (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on March 11, 2022 (File No. 001-12584))</u>
<u>23.1</u>	<u>Consent of of KPMG Auditores, S.L. independent auditor</u>
<u>99.1</u>	<u>VCN Biosciences, S.L. audited financial statements as of and for the year ended December 31, 2021</u>
<u>99.2</u>	<u>Synthetic Biologics, Inc. and Subsidiaries Unaudited Pro Forma Condensed Combined Financial Statements as of and for the year ended December 31, 2021</u>
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 6, 2022

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross

Name: Steven A. Shallcross

Title: Chief Executive Officer
and Chief Financial Officer
