

**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 4, 2022

**QSAM BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

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

**000-55148**  
(Commission File  
Number)

**20-1602779**  
(IRS Employer  
Identification Number)

**9442 Capital of Texas Hwy N, Plaza 1, Suite 500**  
(Address of principal executive offices)

**78759**  
(Zip Code)

Registrant's telephone number, including area code

**(512) 343-4558**

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
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 (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.

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

On March 4, 2022, QSAM Biosciences, Inc. (the "Company") filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, to effectuate a reverse stock split (the "Reverse Split") of its issued and outstanding shares of common stock on a 1-for-40 basis to become effective at 5:00 p.m. (Eastern Time) on March 9, 2022 (the "Effective Date").

*Split Adjustment; Treatment of Fractional Shares*

As of the Effective Date, each 40 shares of issued and outstanding common stock was automatically converted into one share of common stock. Pursuant to the Reverse Split, any fractional shares shall be rounded to the nearest whole number, and shareholders are not required to take any action or exchange their share certificates.

*Capitalization; Adjustment of Outstanding Securities*

The Reverse Split did not alter the par value of the Company's common stock or modify any voting rights or other terms of the common stock. As a result of the Reverse Split, the Company's outstanding shares of common stock will be reduced to approximately 1,686,321 shares, not including of convertible preferred shares and convertible notes currently representing approximately an additional 450,000 common shares.

In addition, pursuant to their terms, a proportionate adjustment will be made to the per share exercise price and number of shares issuable under all of the Company's outstanding stock options and warrants to purchase shares of common stock, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plans will be reduced proportionately.

The Company's common stock is quoted on the OTCQB platform of OTC Markets. The Company had filed a corporate action with Financial Industry Regulatory Authority ("FINRA") pursuant to Rule 6490 in connection with the Reverse Split, which is approved by FINRA effective March 10, 2022. The reverse split will be effective on OTC Markets as of the open of trading on March 10, 2022. A "D" will be placed on the current symbol of the Company, QSAM, beginning March 10, 2022, for 20 business days to alert the public of the Reverse Split. The new CUSIP number for the Company's common stock following the Reverse Split is 74738N202.

*Certificate of Amendment*

The above description of the Certificate of Amendment and the Reverse Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1, as filed with the Secretary of State of the State of Delaware on March 4, 2022.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment filed with the Secretary of State of Delaware</a>
99.1	<a href="#">Press Release Announcing Reverse Stock Split dated March 9, 2022</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

**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.

Date: March 9, 2022

QSAM Biosciences, Inc.

By: /s/ Christopher Nelson

Christopher Nelson  
General Counsel

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
QSAM BIOSCIENCES, INC.**

\* \* \* \* \*

QSAM Biosciences, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State dated December 23, 2010, subsequently amended by that certain Certificate of Amendment dated November 18, 2015, and that certain Certificate of Amendment dated August 18, 2017, and that certain Certificate of Amendment dated September 4, 2020 (the "Certificate of Incorporation").

2. Article XII of the Certificate of Incorporation is hereby amended and replaced in its entirety as follows:

"ARTICLE XII

ONE-FOR-FORTY REVERSE SPLIT

Effective as of 5:00 P.M. EST on March 9, 2022, each forty (40) shares of Common Stock issued and outstanding immediately prior to the aforesaid date and time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Stock Split"), with all fractional shares that would otherwise result from such Reverse Stock Split being rounded up to the nearest whole share."

3. The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. The aforesaid amendments shall be effective as of 5:00 P.M. EST on March 9, 2022, unless withdrawn by the Corporation prior to such time.

5. All other provisions of the Certificate of Incorporation, as amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 4<sup>th</sup> day of March, 2022.

/s/ Douglas Baum

Douglas Baum, Chief Executive Officer and Director

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### QSAM Biosciences Announces Reverse Stock Split Effective March 10, 2022

**Austin, Texas, March 9, 2022** – QSAM Biosciences, Inc. (the “Company”) (OTCQB: QSAM), a company developing next-generation therapeutic radiopharmaceuticals, including Samarium-153-DOTMP (CycloSam®), for the treatment of cancer and related diseases, announced that a 1-for-40 reverse stock split of the Company’s common stock will become effective on Thursday, March 10, 2022. The reverse stock split was approved by the Company’s Board of Directors in connection with the Company’s application to list its common shares on The NASDAQ Capital Market.

Pursuant to the reverse stock split, each forty (40) shares of the Company’s outstanding common stock, \$0.0001 par value per share, will be automatically combined and converted into one (1) outstanding share of common stock, \$0.0001 par value per share. As a result of this reverse stock split, the Company’s outstanding common shares will be reduced to approximately 1,686,321 shares, exclusive of convertible preferred shares and convertible notes representing approximately an additional 450,000 issuable common shares.

Shares of the Company’s common stock will be assigned a new CUSIP number (74738N202) and are expected to begin trading on a split-adjusted bases, beginning on Thursday, March 10, 2022. As part of the reverse stock split, a “D” will be placed on the ticker symbol for 20 business days. After 20 business days or until listing on the Nasdaq Capital Market, the symbol will then change back to QSAM.

No fractional shares will be issued and any fractional shares resulting from the reverse stock split will be rounded up to the next whole share. Stockholders holding shares of QSAM common stock at registered brokerage firms, should consult with their broker for further information on their account. Stockholders who hold shares with our transfer agent will receive information in the mail about their accounts over the next few days.

#### About QSAM Biosciences:

QSAM Biosciences, Inc. is developing next-generation nuclear medicines for the treatment of cancer and related diseases. QSAM’s initial technology, CycloSam® (Samarium-153 DOTMP), is a clinical-stage bone targeting radiopharmaceutical developed by IsoTherapeutics Group LLC, pioneers in the nuclear medicine space who also developed the FDA-approved and commercially available Quadramet® (Samarium-153 EDTMP) radiopharmaceutical product, which is indicated for pain palliation. QSAM is led by an experienced executive team and Board of Directors that have completed dozens of FDA approvals and multiple successful biotech exits.

CycloSam® has demonstrated preliminary safety and efficacy in animal studies and a single patient FDA-cleared human trial performed in 2020 at the Cleveland Clinic. This nuclear technology uses low specific activity Samarium-153 (resulting in far less europium impurity) and DOTMP, a chelator which is believed to eliminate off-target migration and targets sites of high bone turn over making it, in management’s opinion, an ideal agent to treat primary and secondary bone cancers. Since CycloSam® delivers targeted radiation selectively to the skeletal system, it is also believed to be an effective agent to perform bone marrow ablation as pre-conditioning for bone marrow transplantation, and in procedures to reduce external beam radiation to bone tumors. This multi-patented drug candidate utilizes an FDA approved radioisotope combined with a novel chelator that has demonstrated preliminary increased efficacy and decreased side effects in animal models and veterinary treatment of bone cancer in dogs. Further, CycloSam® utilizes a streamlined, just-in-time manufacturing process that is already in place.

#### Legal Notice Regarding Forward-Looking Statements:

This news release contains “Forward-looking Statements”. These statements relate to future events or our future financial performance. These statements are only predictions and may differ materially from actual future results or events. We disclaim any intention or obligation to revise any forward-looking statements whether as a result of new information, future developments or otherwise. There are important risk factors that could cause actual results to differ from those contained in forward-looking statements, including, but not limited to our ability to fully commercialize our technology, risks associated with changes in general economic and business conditions, regulatory risks, early stage versus late stage product safety and efficacy, actions of our competitors, the extent to which we are able to develop new products and markets, the time and expense involved in such development activities, the ability to secure additional financing, the ability to consummate acquisitions and ultimately integrate them, the level of demand and market acceptance of our products, and changes in our business strategies. This is not an offering of securities and securities may not be offered or sold absent registration or an applicable exemption from the registration requirements.

#### Contact

Investors:  
Jason Nelson  
CORE IR  
IR@QSAMBIO.COM  
516-222-2560

#### Media:

Jules Abraham  
CORE IR  
917-885-7378  
JULESA@COREIR.COM