

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 30, 2024

**SIGYN THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**000-55575**  
(Commission  
File Number)

**84-4210559**  
(IRS Employer  
Identification No.)

2468 Historic Decatur Road  
Suite 140  
San Diego, California  
(Address of principal executive offices)

92106  
(Zip Code)

**Registrant's telephone number, including area code: 619.353.0800**

Prior address and phone number:

(Address of principal executive offices)

(Zip 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:

- 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	Name of each exchange on which registered
None	None	None

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.

**Section 5 – Corporate Governance and Management**

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

On December 30, 2024, we filed a Certificate of Amendment to our Amended and Restated Certificate of Incorporation with the State of Delaware, which went effective immediately upon filing. The Certificate of Amendment decreased our authorized common stock to One Hundred Million (100,000,000) shares, par value \$0.0001. Our authorized preferred stock stayed the same at Ten Million (10,000,000) shares, par value \$0.0001.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation filed December 30, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SIGYN THERAPEUTICS, INC.**

Date: January 6, 2025

By: /s/ James A. Joyce

James A. Joyce, Chairman and CEO

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STATE OF DELAWARE  
 CERTIFICATE OF AMENDMENT  
 TO THE  
 AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
 OF  
 SIGYN THERAPEUTICS, INC.

**SIGYN THERAPEUTICS, INC.** (the "Corporation") a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The name of the Corporation is Sigyn Therapeutics, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 15, 2014 (the "Original Certificate"); the Corporation's First Amended and Restated Certificate of Incorporation (the "First Amended and Restated Certificate") was filed on and as of May 5, 2015, which restate the Original Certificate in its entirety; the Corporation's Second Amended and Restated Certificate of Incorporation (the "Second Amended and Restated Certificate") was filed on December 22, 2015, which amended and restated the First Amended and Restated Certificate in its entirety; Amendments to the Second Amended and Restated Certificate were filed on March 21, 2017; October 30, 2019, April 27, 2020, October 13, 2020, and January 23, 2024. The Corporation filed a Certificate of Designation on June 29, 2023, and Certificate of Correction to the Certificate of Designation was filed on January 10, 2024.

**SECOND:** Pursuant to Unanimous Written Consent of the Board of Directors of the Corporation on December 12, 2024, the following amendment to the Certificate of Incorporation of the Corporation was approved:

Article "Fourth" of the Certificate of Incorporation is amended to read in its entirety as follows:

"The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is One Hundred Ten Million (110,000,000) shares. One Hundred Million (100,000,000) shares shall be Common Stock, each having a par value of \$0.0001. Ten Million (10,000,000) shares shall be Preferred Stock, each having a par value of \$0.0001.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is hereby expressly authorized to provide for the issue of any or all of the unissued and undesignated shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the Delaware General Corporation Law. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote thereon, without a separate vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock.

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Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series of Preferred Stock are entitled, either separately or together as a class with the holders of one or more other series of Preferred Stock, to vote thereon by law or pursuant to this Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock)."

**THIRD:** That the foregoing amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock of the Corporation entitled to vote by written consent in lieu of meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said Corporation has caused this certificate to be signed this 30th day of December, 2024.

By: /s/ James Joyce  
 Name: James Joyce  
 Title: Chief Executive Officer

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