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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2018

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

Commission file number: 000-55334

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

Delaware	**26-1299952**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

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

(650) 446-7888
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☒
	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 to Section 7(a)(2)(B) of the Securities Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of voting and non-voting common equity held by non-affiliates as of the last business day of the Registrant's most recently completed second fiscal quarter (June 30, 2018) was $185,989,359, based upon the last price of the Registrant's common stock as reported on the Nasdaq Capital Market on such date. As of March 13, 2019, the registrant had outstanding 42,678,466 shares of common stock.

Documents Incorporated by Reference

The registrant has incorporated by reference into Part III of this Form 10-K portions of its Proxy Statement for its 2019 Annual Meeting of Shareholders.

COHBAR, INC.

2018 FORM 10-K ANNUAL REPORT

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PART I

Forward-Looking Statements

This report, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements regarding future events and our future results that are based on our current expectations, estimates, forecasts, and projections about our business, our results of operations, the industry in which we operate and the beliefs and assumptions of our management. Words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue" and similar expressions are intended to identify these forward-looking statements. Examples of such forward-looking statements include:

- statements regarding anticipated outcomes of our research into mitochondrial-derived peptides (MDPs), and pre-clinical studies and clinical trials for our mitochondria based therapeutics (MBTs);
- expectations regarding the future market for any drug we may develop;
- statements regarding the anticipated therapeutic properties of our MBT drug development candidates;
- expectations regarding our ability to effectively protect our intellectual property; and
- expectations regarding our ability to attract and retain qualified employees and key personnel.

These statements reflect our current beliefs and are based on information currently available to us. Forward-looking statements involve significant risks and uncertainties, including without limitation, those listed in the "Risk Factors" section. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to, changes in general economic and market conditions and the risk factors disclosed under "Risk Factors". Although the forward-looking statements contained in this report are based upon what we believe to be reasonable assumptions, we cannot assure you that actual results will be consistent with these forward-looking statements. Investors should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no obligation to update or revise them to reflect new events or circumstances, except as required by applicable law.

Item 1. Business

OVERVIEW

CohBar, Inc. ("CohBar," "we," "us," "our," "its" or the "Company") is a clinical stage biotechnology company and a leader in the research and development of mitochondria based therapeutics (MBTs), an emerging class of drugs with the potential to treat a wide range of diseases associated with aging and metabolic dysfunction, including non-alcoholic steatohepatitis (NASH), obesity, type 2 diabetes mellitus (T2D), cancer, atherosclerosis, cardiovascular disease and neurodegenerative diseases such as Alzheimer's disease.

MBTs originate from almost two decades of research by our founders, resulting in their discovery of a novel group of mitochondrial-derived peptides (MDPs) encoded within the mitochondrial genome. Some of these naturally occurring MDPs and their analogs have demonstrated a range of biological activity and therapeutic potential in research models across multiple diseases associated with aging.

We believe CohBar is the first mover in exploring the mitochondrial genome for therapeutically relevant peptides, and has developed a proprietary MBT technology platform, using cell-based assays and animal models of disease, to rapidly identify naturally occurring MDPs with promising biological activity. Once identified, we deploy optimization techniques to improve the drug-like properties of our MBT candidates, enabling us to match the most biologically promising peptides to disease indications that have substantial unmet medical needs.

Our lead MBT candidate for the potential treatment of NASH and obesity is CB4211, a novel optimized analog of the MOTS-c MDP. In July 2018, we announced the initiation of a Phase 1a/1b clinical study of CB4211. The double-blind, placebo-controlled clinical study, which has been temporarily suspended, as described below, is designed to initially assess the safety, tolerability, and pharmacokinetics of CB4211 following single and multiple-ascending doses in healthy subjects. The final Phase 1b stage of the study, which has not yet started, is designed to assess the safety, tolerability, and activity of CB4211 in obese subjects with non-alcoholic fatty liver diseases (NAFLD). Assessments will include changes in liver fat assessed by MRI-PDFF, body weight, and biomarkers relevant to NASH and obesity.

In November 2018, we announced the temporary suspension of our Phase 1 clinical study of CB4211 to address mild injection site reactions that were unexpectedly persistent. These injection site reactions, which have been observed in the Phase 1a dose escalation part of the study, were generally seen as painless bumps at the injection site that can be felt under the skin, but in most cases would be otherwise undetectable. We believe, based on the data accumulated to this point, that some of the administered dose of CB4211 remains localized in the tissue at the injection site, thereby causing these bumps to occur. We are seeking regulatory feedback for our plan to address this issue, with the goal of resuming the clinical dosing of CB4211 as soon as possible. However, we cannot predict with certainty if we will be able to resume the trial, and, if so, what impact the suspension will have on the study timeline or the availability of topline data, which was previously expected in early 2019.

In addition to the original discovery by our founders of MOTS-c and other CohBar licensed peptides, CohBar's scientific team has discovered over 100 additional MDPs that have demonstrated a range of biological activities and therapeutic potential and filed more than 65 provisional patent applications that cover these peptides and their analogs. Our ongoing research and development activities focus on identifying and advancing novel improved MDP analogs that have the greatest therapeutic and commercial potential for development into drugs.

Our scientific team includes the expertise of our founders, Dr. Pinchas Cohen, Dean of the Davis School of Gerontology at the University of Southern California, and Dr. Nir Barzilai, Professor of Medicine and Genetics and Director of the Institute for Aging Research at the Albert Einstein College of Medicine, and is augmented by our co-founders, Dr. David Sinclair, Professor of Genetics at Harvard Medical School, and Dr. John Amatruda, former Senior Vice President and Franchise Head for Diabetes and Obesity at Merck Research Laboratories. Our research and development efforts are conducted under the leadership of our Chief Scientific Officer, Dr. Kenneth Cundy, former Chief Scientific Officer at Xenoport, Inc. and Senior Director of Biopharmaceutics at Gilead Sciences, Inc. Dr. Cundy is the co-inventor of several approved drugs, including tenofovir, an antiretroviral drug that is marketed globally in various combinations with other drugs for the treatment of HIV infection (Atripla®, Viread®, Complera®, Stribild®, Truvada®), gabapentin enacarbil (Horizant®) for the treatment of RLS and post-herpetic neuralgia, and Nanocrystal® technology, employed in several other approved drugs.

We are the exclusive licensee from the Regents of the University of California and the Albert Einstein College of Medicine of six issued U.S. patents, four U.S. patent applications and several related international patent applications in various jurisdictions. Our licensed patents and patent applications include claims that are directed to compositions comprising MDPs and their analogs and/or methods of their use in the treatment of indicated diseases. We have also filed a non-provisional patent application under the international patent cooperation treaty (PCT) and more than 65 provisional patent applications with claims directed to both compositions comprising and methods of using our novel proprietary MDPs and their analogs.

We believe that the proprietary capabilities of our technology platform combined with our scientific expertise and intellectual property portfolio provides a competitive advantage in our mission to treat age-related diseases and extend healthy life spans through the advancement of MBTs as a new class of transformative drugs.

We were formed as a limited liability company in the state of Delaware in 2007, and converted to a Delaware corporation in 2009. We completed our initial public offering of common stock in January 2015 and our common stock is listed for trading on the Nasdaq Capital Market (CWBR).

Our corporate headquarters and laboratory are located in Menlo Park, California.

BUSINESS STRATEGY

Our strategic objective is to secure, maintain and exploit a leading scientific, commercial and intellectual property position in the arena of mitochondria based therapeutics, with best-in-class treatments for diseases associated with aging and metabolic dysfunction. The key elements of our strategy include:

- Advancing CB4211 through clinical trials;
- utilizing our proprietary technology platform to continue identifying, assessing and optimizing new analogs of biologically active MDPs and advancing research and development on those MBT candidates with the greatest therapeutic and commercial potential;
- developing strategic partnerships with leading pharmaceutical companies and other organizations to advance our research programs and future development and commercialization efforts;
- raising capital to fund our operations, research and clinical development programs;
- minimizing operating costs and related funding requirements for our research and development activities through careful program management and cost-efficient relationships with academic partners, consultants and contract research organizations (CROs);
- continuing to optimize our intellectual property portfolio to capture all novel therapeutically relevant peptides encoded within the mitochondrial genome and improved analogs; and
- increasing awareness and recognition of our team, assets, capabilities and opportunities within the investment and scientific communities.

OUR PIPELINE

Our research efforts are focused on identifying, assessing and optimizing new analogs of biologically active MDPs and advancing those candidates with the greatest therapeutic and commercial potential. Our pipeline includes a number of novel peptide analogs of MDPs in different stages of research evaluation as potential MBTs, and one MBT currently in clinical development.

CB4211

In July 2018, we announced the initiation of a Phase 1a/1b clinical study of CB4211, a novel, optimized analog of the MOTS-c MDP, and our first lead MBT candidate, with potential treatment of NASH and obesity. The double-blind, placebo-controlled clinical study is designed to initially assess the safety, tolerability, and pharmacokinetics of CB4211 following single and multiple-ascending doses in healthy subjects. The final Phase 1b stage of the study will be an assessment of safety, tolerability, and activity in obese subjects with non-alcoholic fatty liver diseases (NAFLD). Assessments will include changes in liver fat assessed by MRI-PDFF, body weight, and biomarkers relevant to NASH and obesity.

In November 2018, we announced the temporary suspension of our Phase 1 clinical study of CB4211 to address mild injection site reactions that were unexpectedly persistent. These injection site reactions, which were observed in the Phase 1a dose escalation part of the study, were generally seen as painless bumps at the injection site that can be felt under the skin, but in most cases would be otherwise undetectable. We believe, based on the data accumulated to this point, that some of the administered dose of CB4211 remained localized in the tissue at the injection site, thereby causing these bumps to occur. We are seeking regulatory feedback for our plan to address this issue, with the goal of resuming the clinical dosing of CB4211 as soon as possible. However, we cannot predict with certainty if we will be able to resume the trial, and, if so, how the suspension will affect the study timeline or the availability of topline data, which was previously expected in early 2019.

CB4211 is our novel, optimized analog of MOTS-c, a naturally occurring mitochondrial peptide discovered by our founders and their academic collaborators in 2012. Their research in cell-based assays and animal models indicated that MOTS-c plays a significant role in the regulation of metabolism. Certain of the original MOTS-c studies were published in an article entitled "The Mitochondrial-Derived Peptide, MOTS-c, Promotes Metabolic Homeostasis and Reduces Obesity and Insulin Resistance," which appeared in the March 3, 2015 edition of the journal *Cell Metabolism*.

In animal models, CB4211 demonstrated significant therapeutic potential for the treatment of NASH, showing improvements in triglyceride levels, as well as favorable effects on liver enzyme markers associated with NAFLD and NASH. CB4211 also demonstrated significant therapeutic potential for the treatment of obesity, demonstrating significantly greater weight loss together with more selective reduction of fat mass versus lean mass in head-to-head comparison to a market-leading obesity drug in diet induced obese (DIO) mice. The therapeutic effects of CB4211 have been further evaluated in the well-established STAM™ mouse model of NASH. In this model, treatment with CB4211 resulted in a significant reduction of the non-alcoholic fatty liver disease activity score, or NAS, a composite measure of steatosis (fat accumulation), inflammation and hepatocyte ballooning (cellular injury). Data from these studies were presented at the American Association for the Study of Liver Disease (AASLD) 2017 Liver Meeting® in October, 2017.

In addition to the therapeutic potential indicated by the pre-clinical research models described above, data were presented at the 2018 American Diabetes Association meeting providing in vitro evidence that CB4211 inhibits adipocyte lipolysis, a process that is foundational in the development of liver steatosis, through an insulin-dependent mechanism. These data provide a potential mechanistic explanation for previous observations in vivo, including efficacy of CB4211 in animal models of NASH, and anti-steatotic effects on livers of mice on a high fat diet, where a corresponding reduction in circulating fat and biomarkers of liver damage was also observed. The activity of CB4211 appears to involve sensitizing insulin action on the insulin receptor.

Research Programs

Our R&D pipeline also includes a large number of additional MDPs discovered by CohBar, as well as several MDPs previously discovered by CohBar's founders, as further described below. Our research activities are focused on identifying, optimizing, and prioritizing MDP analogs for development as potential MBTs. Our criteria includes examining MDP analogs with the greatest commercial and therapeutic potential, the most suitable development and clinical resources, and the broadest intellectual property protection and exploitation opportunities.

CohBar Discovered MDPs and Analogs: Our internal discovery efforts have resulted in the identification of more than 100 previously unidentified peptides encoded within the mitochondrial genome. These MDPs and their analogs have demonstrated various degrees of biological activity in cell based and/or animal models relevant to a wide range of diseases, such as NASH, obesity, T2D, cancer, cardiovascular disease and neurodegenerative diseases. Our research efforts have further identified and focused on certain of these MDPs and their analogs that have demonstrated therapeutic potential for treating indications related to those diseases.

SHLP Analogs: Our founders and their academic collaborators discovered several MDPs encoded within the mitochondrial genome; we refer to these as small humanin-like peptides, or SHLPs. In cancer treatment models in cell culture and in mice, SHLP-6 demonstrated suppression of cancer progression via mechanisms involving both suppression of tumor angiogenesis (blood vessel development) and induction of apoptosis (cancer cell death). There is also research evidence to suggest that SHLP-2 has protective effects against neuronal toxicity. Certain of the SHLP studies were published in a research paper entitled "Naturally occurring mitochondrial-derived peptides are age-dependent regulators of apoptosis, insulin sensitivity, and inflammatory markers."

Humanin Analogs: Our founders and others have demonstrated the protective effects of the humanin MDP in various animal models of age-related diseases, including Alzheimer's disease, atherosclerosis, myocardial and cerebral ischemia and T2D. Humanin levels in humans have been shown to decline with age, and elevated levels of humanin together with lower incidence of age-related diseases have been observed in centenarians as well as their offspring.

All of our pipeline MDPs, except for CB4211, our clinical candidate, are in various stages of research. There is no guarantee that any additional MDP analog will be advanced to clinical development, or that the activity demonstrated in pre-clinical research models will be shown in human testing.

OUR TECHNOLOGY PLATFORM

Our proprietary technology platform is designed to rapidly identify therapeutically relevant peptides encoded within the mitochondrial genome, to evaluate their biological activity, and to develop these peptides into novel MBTs that have the potential to treat diseases with major unmet medical needs. We believe our technology platform provides multiple opportunities for value creation. Our multiplexed peptide optimization process is designed to discover numerous potential drug candidate opportunities with near term value. These drug candidates can be internally developed by CohBar or advanced through strategic partnerships with larger pharmaceutical companies. At the same time, our strategy of capturing the most valuable MBT space by aggressively filing for broad intellectual property coverage is designed to secure CohBar's leadership role in the field and protect our ability to create additional value in the future.

We use a broad range of proprietary activity screens to assess the therapeutic potential of our novel peptides and to prioritize our development opportunities. Some of our novel peptides have demonstrated promising biological effects in a variety of in vitro and/or in vivo models of age-related diseases. We are prioritizing our novel peptides by assessing their activity in a variety of areas such as metabolic regulation, oxidative stress, cellular energy levels, cell proliferation, cell death, cellular protection, carbohydrate metabolism, lipid metabolism, body weight, regulation of body fat, insulin sensitivity, regulation of glucose, glucose tolerance, and liver function.

Disease Focus

Our research and development focuses on diseases associated with aging and metabolic dysfunction. Our research to date suggests multiple potential therapeutic indications for some of our pipeline MDPs. While we believe our current and any future MBT drug candidates we identify would be advanced against one of the following diseases as a primary indication, it is possible that we may determine to advance a drug candidate for treatment of a different disease as a primary indication. We may determine to advance any future drug candidate against an alternative primary disease indication if, for example, additional data suggests greater therapeutic potential for the drug candidate against the alternative indication, or we determine that the development, approval or commercialization pathway may be more favorable for a drug candidate targeted against the alternative indication.

NAFLD and NASH – Non-alcoholic fatty liver disease (NAFLD) is the build-up of extra fat in liver cells that is not due to alcohol consumption and tends to develop in people who are overweight or obese or have diabetes, high cholesterol or high levels of triglycerides. Non-alcoholic steatohepatitis (NASH) is a more severe form of NAFLD characterized by swelling of the liver that eventually may lead to scarring (cirrhosis) and over time to liver cancer or liver failure. NAFLD affects as much as 34% of the U.S. population while as many as 12% of U.S. adults may have NASH. Currently, there are no FDA approved treatments for NAFLD/NASH.

Obesity — Obesity is now recognized as the most prevalent metabolic disease world-wide, reaching epidemic proportions in both developed and developing countries and affecting all age groups. More than one-third of the U.S. adult population, and over 40% of U.S. age groups between 45 and 75, have obesity. The prevalence of class III, or morbid, obesity (body mass index $\geq$40) has increased dramatically in several countries and currently affects 6% of adults in the U.S., with an estimated increase of 130% over the next two decades. Obesity is a major risk factor for age-related diseases such as heart disease, stroke, T2D and certain types of cancer.

Type 2 diabetes mellitus – T2D is a chronic disease characterized by a relative deficiency in insulin production and secretion by the pancreas and an inability of the body to respond to insulin normally, i.e. insulin resistance. Hyperglycemia, or raised blood sugar, is a common effect of uncontrolled diabetes and over time leads to serious damage to many of the body's systems, especially the nerves, kidneys, eyes and blood vessels.

Cancer – Cancer is a generic term for a large group of diseases that can affect any part of the body. One defining feature of cancer is the rapid creation of abnormal cells that grow beyond their usual boundaries, and which can then invade adjoining parts of the body and spread to other organs. This process is referred to as metastasis. Metastases are a major cause of death from cancer. Cancer is a leading cause of death worldwide. Cancer treatments such as chemotherapy, hormone therapy and other treatments are used to destroy cancer cells. The goal of cancer drugs is to cure the disease or, when a cure is not possible, to prolong life or improve quality of life for patients with incurable cancer.

Alzheimer's disease – In the brain, neurons connect and communicate at synapses, where tiny bursts of chemicals called neurotransmitters carry information from one cell to another. Alzheimer's, a neurodegenerative disease, disrupts this process and eventually destroys synapses and kills neurons, damaging the brain's communication network. There is no cure, and medications on the market today treat only the symptoms of Alzheimer's disease and do not have the ability to stop its onset or its progression. There is an urgent and unmet need for both a disease-modifying drug for Alzheimer's disease as well as for better symptomatic treatments.

Atherosclerosis – Atherosclerosis is a cardiovascular disease commonly referred to as a "hardening" or furring of the arteries. It is caused by the formation of multiple atheromatous plaques within the arteries. This process is the major underlying risk for developing myocardial infarction (heart attack) as those plaques will either narrow the vessel or rupture, preventing blood flow in the coronary artery to parts of the heart muscle. Heart disease is the leading cause of death for both men and women. Cholesterol lowering drugs are considered the main preventive approach to treat atherosclerosis, however these drugs are estimated to prevent only one-third of incidences of myocardial infarction, and there is significant unmet need for additional therapeutic options.

COMPETITION

The biotechnology and pharmaceutical industries are characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary products. While we believe that our scientific knowledge, technology, and development experience provide us with competitive advantages, we face potential competition from many different sources, including major pharmaceutical, specialty pharmaceutical and biotechnology companies, academic institutions and governmental agencies, and public and private research institutions. Many of our competitors may have significantly greater financial resources and capabilities for research and development, manufacturing, pre-clinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do.

There are numerous therapies currently marketed to treat obesity, T2D, cancer and Alzheimer's disease. There are no currently approved therapies for the treatment of NAFLD and NASH, but numerous therapies are in development. These therapies are varied in their design, therapeutic application and mechanism of action and may provide significant competition for any of our product candidates for which we obtain market approval. New products or therapies may also become available that provide efficacy, safety, convenience and other benefits that are not provided by currently marketed products and therapies. As a result, they may provide significant competition for any of our product candidates for which we obtain market approval.

If a CohBar MBT is developed and approved for treatment of patients with obesity it may compete with products currently approved for obesity, such as Saxenda, Belviq, Contrave and Qsymia, and investigational therapies that are currently being studied for the treatment of obesity, such as CB1-receptor-antagonists, 5-HT receptor agonists, SGLT-2 antagonist, GLP-1 agonists, Adenylate Cyclase 3 activators and generic drugs.

If a CohBar MBT is developed and approved for treatment of patients with NASH, it may compete with several investigational therapies that are currently being studied for the treatment of NAFLD/NASH including, for example, FXR activators, PXR activators, ACC1/2 inhibitors, PPAR-α, -γ and -δ activators, SREBP2/MIR-33a inhibitors, DGAT1 or 2 inhibitors, CCR2/5 antagonists, TRbeta agonists and CXCR3 antagonists.

If a CohBar MBT is developed and approved for treatment of patients with T2D, it would compete with several classes of drugs for T2D that are approved to improve glucose control, including sulfonylureas, glinides, PPAR gamma agonists, biguanides, alpha glucosidase inhibitors, DPP IV inhibitors, GLP1 agonists, SGLT2 inhibitors, bromocriptine and insulin. Insulin sensitizing agents approved to treat T2D are the PPAR gamma agonists pioglitazone and rosiglitazone. Some of these agents are not generic, are oral once-daily pills and are effective in lowering glucose and A1C. Metformin is also sometimes called an insulin sensitizer. It is available as a generic and comes in a once-daily formulation. Drugs approved for obesity may also be used to treat T2D. In addition, there are several investigational drugs being studied to treat T2D and if these investigational therapies were approved they would also compete with an MBT developed and approved for T2D.

If a CohBar MBT is developed and approved for the treatment of patients with cancer, it would compete with all approved therapies for the cancer it is approved to treat. Since the specific cancer that these investigational therapies might be approved to treat is unknown, they would theoretically compete with any pharmaceutical agent that is approved to treat cancer. In addition, there are several investigational drugs being studied to treat cancer, and if these investigational therapies were approved, they would also compete with an MBT developed and approved for the treatment of cancer.

If a CohBar MBT is developed and approved for the treatment of patients with Alzheimer's disease or other neurodegenerative diseases, it would compete with all approved therapies to treat Alzheimer's disease including donepezil (Aricept), galantamine (Razadyne), memantine (Namenda), rivastigmine (Exelon) and tacrine (Cognex). In addition, there are several investigational drugs being studied to treat Alzheimer's and other neurodegenerative diseases that, if approved, would also compete with an MBT developed and approved for the treatment of Alzheimer's and other neurodegenerative diseases.

FINANCING

Our business strategy and plans for research and development of our MDPs and MBT candidates includes periodic infusion of new capital to our Company. We may seek to obtain funding for our business through partnership agreements with pharmaceutical and biotechnology companies or through the issuance and sale of debt or equity securities in capital raising transactions.

EMPLOYEES

As of March 13, 2019, we had 12 employees, eleven full-time and one part-time. In addition to our employees, our founders consult directly with our employees and scientific staff from time to time to advance our research programs. Our founders provide advisory services in the areas of peptide research, genetics, aging and age-related diseases, drug discovery, development and commercialization, and other areas relevant to our business. Additionally, from time to time we engage other subject-matter experts on a consulting basis in specific areas of our research and development efforts. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We have not experienced any work stoppages and we consider our relations with our employees to be good.

RESEARCH AND DEVELOPMENT

Research and development activities are central to our business model. Our research programs include activities related to discovery of novel MDPs, investigational research to evaluate the potential therapeutic effects of certain discovered MDPs in research and pre-clinical studies and engineering novel, improved analogs of certain discovered MDPs with characteristics suitable for further development as potential MBT drug candidates and advancing our identified MBT candidate through clinical studies. Depending on factors of capability, cost, efficiency and intellectual property rights we conduct our research programs independently at our laboratory facility, pursuant to contractual arrangements with CROs or under collaborative arrangements with academic institutions. Research and development expenses for the years ended December 31, 2018 and 2017 were $10,034,613 and $6,675,080, respectively.

INTELLECTUAL PROPERTY

Patents

Our commercial success depends in part on our ability to obtain and maintain proprietary protection for our novel biological discoveries and therapeutic methods, to operate without infringing on the proprietary rights of others and to prevent others from infringing our proprietary rights. We seek to protect our proprietary position by, among other methods, licensing and/or filing patent applications related to our proprietary technology, inventions and improvements that are important to the development and implementation of our business.

Our intellectual property and patent strategy is focused on our MDPs, their analogs and our MBT candidates. Our strategy is generally to seek patent protection in the United States and, where applicable, in those international jurisdictions we identify as holding significant potential market opportunity for any drug we may develop and in which patent protection is available. We also rely on trade secrets, know-how, continuing technological innovation and potential in-licensing opportunities to develop and maintain our proprietary position. With respect to new biologically active MDPs that we identify within the mitochondrial genome we typically file provisional patent applications and seek composition-of-matter and method-of-treatment patents for our MDPs, their analogs, and prospective MBTs based on research and pre-clinical evaluation of therapeutic potential. We intend to file non-provisional patent applications for those MDPs and analogs within our pipeline based on further assessment of their therapeutic and commercial potential, as well as strategic and competitive considerations. We believe that the opportunity to engineer analogs or create combination therapies will afford us the opportunity to strengthen IP protection for our drug development candidates as they advance through our development pipeline and to broaden our IP protection internationally.

We are the exclusive worldwide licensee from the UC Regents of six issued patents, that will expire starting in 2028, along with twelve pending patent applications. Additionally, CohBar has filed a PCT patent application with claims directed to both composition-of-matter and methods-of-use of novel proprietary MDP analogs.

A summary of our licensed, non-provisional patents and patent applications as they relate to specific MDPs and their analogs appears below:

			Therapeutic Activities / Method of Use Claims						
	Granted/ Filed	**Composition Claims**	**Type 1 Diabetes**	**Type 2 Diabetes**	**Obesity**	**Fatty Liver**	**Cancer**	**Alzheimer's**	**Atherosclerosis**
MOTS-c	Two Granted/ Ten Filed	✓	✓	✓	✓	✓	✓		
MOTS-c Analogs	Two Filed	✓	✓	✓	✓	✓	✓	✓	✓
SHLP-6	Filed	✓					✓		
SHLP-2	Granted	✓							
Humanin and Humanin Analogs	Three Granted One Filed	✓	✓						✓

Terms for individual patents extend for varying periods of time depending on the date of filing of the patent application or the date of patent issuance and the legal term of patents in the countries in which they are obtained. Generally, patents issued from applications filed in the United States are effective for twenty years from the earliest non-provisional filing date. In addition, in certain instances, a patent term can be extended to recapture a portion of the term effectively lost as a result of the FDA regulatory review period, however, the restoration period cannot be longer than five years and the total patent term, including the restoration period, must not exceed fourteen years following FDA approval. The duration of foreign patents varies in accordance with provisions of applicable local law, but typically is also twenty years from the earliest international filing date.

National and international patent laws concerning peptide therapeutics remain highly unsettled. Policies regarding the patent eligibility or breadth of claims allowed in such patents are currently in flux in the United States and other countries. Changes in either the patent laws or in interpretations of patent laws in the United States and other countries can diminish our ability to protect our inventions and enforce our intellectual property rights. Accordingly, we cannot predict the breadth or enforceability of claims that may be granted in our patents or in third-party patents. The biotechnology and pharmaceutical industries are characterized by extensive litigation regarding patents and other intellectual property rights. Our ability to maintain and solidify our proprietary position for our drugs and technology will depend on our success in obtaining effective claims and enforcing those claims once granted. We do not know whether any of the patent applications that we may file or license from third parties will result in the issuance of any patents. The issued patents that we license, or may license or own in the future, may be challenged, invalidated or circumvented, and the rights granted under any issued patents may not provide us with sufficient protection or competitive advantages against competitors with similar technology. Furthermore, our competitors may be able to independently develop and commercialize similar drugs or duplicate our technology, business model or strategy without infringing our patents. Because of the extensive time required for clinical development and regulatory review of a drug we may develop, it is possible that, before any of our drugs can be commercialized, any related patent may expire or remain in force for only a short period following commercialization, thereby reducing any advantage of any such patent.

The patent positions for our research peptides are described below:

MOTS-c Patent Coverage

We are the exclusive licensee from the Regents of the University of California (the "Regents") to intellectual property rights related to MOTS-c, including U.S. Patent No. 10,064,914, issued on September 4, 2018, two patent applications filed in the United States (U.S. Application No. 14/213,617 and U.S. Divisional Application No. 16/113,996) and corresponding foreign applications filed in multiple countries and regions. These applications include composition of matter claims directed to MOTS-c and certain analogs of MOTS-c, as well as methods of use claims for MOTS-c or certain analogs of MOTS-c as a treatment for type 1 diabetes, type 2 diabetes, fatty liver, obesity and cancer.

MOTS-c Analog Patent Coverage

CohBar has also filed a PCT patent application and a patent application in a foreign territory that covers novel optimized analogs of MOTS-c with improved properties, including claims directed to composition-of-matter and methods-of-use.

SHLP-2 and SHLP-6 Patent Coverage

We are the exclusive licensee from the Regents to intellectual property for SHLP-2 and SHLP-6 and their analogs. This intellectual property includes the following issued and pending patents:

- U.S. Patent No. 8,637,470, issued on January 28, 2014, with composition of matter claims directed to SHLP-2 and analogs.
- A divisional patent application in the United States for SHLP-6 (U.S. Application No. 14/134,430), with claims directed at the SHLP-6 composition of matter, and methods of use in treating cancer.

We are pursuing intellectual property protection related to certain analogs of these peptides.

Humanin and Humanin Analogs Patent Coverage

We are the exclusive licensee from the Regents and the Albert Einstein College of Medicine of Yeshiva University to the following U.S. patent applications and issued U.S. patents and covering humanin and humanin analogs for treatment of disease.

- U.S. Patent No. 8,309,525, issued on November 13, 2012, with claims covering pharmaceutical compositions of humanin analogs.
- U.S. Patent No. 7,998,928, issued on August 16, 2011, with claims directed to methods of using a humanin analog to treat type 1 diabetes.

- U.S. Patent No. 8,653,027 issued on February 18, 2014 as a continuation of U.S. Patent 7,998,928, with claims directed to methods of using an additional humanin analog to treat type 1 diabetes.

- U.S. Patent Application No. 13/526,309 (pending), with claims directed to methods of using humanin or a humanin analog to treat atherosclerosis.

CohBar Identified MDPs and Analog Coverage

CohBar has also filed more than 65 provisional patent applications that cover CohBar-identified MDPs and their novel, improved analogs, including claims directed to composition-of-matter and methods-of-use. Provisional patent applications are not publicly available and information regarding the specific MDPs and analogs identified in the provisional applications, and related claims, are held confidential. We intend to file non-provisional patent applications for those MDPs and analogs within our pipeline based on further assessment of their therapeutic and commercial potential, as well as strategic and competitive considerations.

Trade Secrets

In addition to patents, we rely upon unpatented trade secrets, know-how and continuing technological innovation to develop and maintain our competitive position. We seek to protect our proprietary information, in part, using confidentiality agreements with our commercial partners, collaborators, employees and consultants and invention assignment agreements with our employees. These agreements are designed to protect our proprietary information and, in the case of the invention assignment agreements, to grant us ownership of technologies that are developed through a relationship with a third party. These agreements may be breached, and we may not have adequate remedies for any breach. In addition, our trade secrets may otherwise become known or be independently discovered by competitors. To the extent that our commercial partners, collaborators, employees and consultants use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions.

Trademarks

We consider COHBAR™ to be our common law trademark and are pursuing registration in the United States Patent & Trademark Office.

In-licenses

MOTS-c Exclusive License

On August 6, 2013, we entered into an exclusive license agreement with the Regents to obtain worldwide, exclusive rights under patent filings and other intellectual property rights in inventions developed by Dr. Cohen and academic collaborators at the University of California, Los Angeles. The intellectual property includes the pending U.S. and international patent filings described above under "*MOTS-c Patent Coverage*".

We agreed to pay the Regents specified development milestone payments aggregating up to $765,000 for the first product sold under the license. Milestone payments for additional products developed and sold under the license are reduced by 50%. We are also required to pay annual maintenance fees to the licensors. Aggregate maintenance fees for the first three years following execution of the agreement are $7,500. Thereafter, we are required to pay maintenance fees of $5,000 annually until the first sale of a licensed product. In addition, we are required to pay the Regents royalties equal to 2% of our worldwide net sales of drugs, therapies or other products developed from claims covered by the licensed patent, subject to a minimum royalty payment of $75,000 annually, beginning after the first commercial sale of a licensed product. We are required to pay the Regents royalties ranging from 8% of worldwide sublicense sales of covered products (if the sublicense is entered after commencement of phase II clinical trials) to 12% of worldwide sublicense sales (if the sublicense is entered prior to commencement of phase I clinical trials). The agreement also requires us to meet certain diligence and development milestones, including filing of an Investigational New Drug (IND) Application for a product covered by the agreement on or before the seventh anniversary of the agreement date.

Under the agreement, the license rights granted to us are subject to any rights the U.S. Government may have in such licensed rights due to its sponsorship of research that led to the creation of the licensed rights. The agreement also provides that if the Regents become aware of a third-party's interest in exploiting the licensed technologies in a field that we are not actively pursuing, then we may be obligated either to issue a sublicense for use in the unexploited field to the third-party on substantially similar terms or to actively pursue the unexploited field subject to appropriate diligence milestones. The agreement terminates upon the expiration of the last valid claim of the licensed patent rights. We may terminate the agreement at any time by giving the Regents advance written notice. The agreement may also be terminated by the Regents in the event of our continuing material breach after notice of such breach and the opportunity to cure.

Humanin and SHLPs Exclusive License

On November 30, 2011, we entered into an exclusive license agreement with the Regents and the Albert Einstein College of Medicine at Yeshiva University to obtain worldwide, exclusive rights under patent filings and other intellectual property rights in inventions developed by Drs. Cohen and Barzilai and their academic collaborators. The intellectual property subject to the agreement includes six issued and twelve pending U.S. patents including composition claims directed to humanin analogs, SHLP-2 and SHLP-6 and methods of use claims directed to humanin, humanin analogs and SHLP-6. See "Humanin and Humanin Analogs Patent Coverage" and "SHLP-2 and SHLP-6 Patent Coverage".

We agreed to pay the licensors specified development milestone payments aggregating up to $765,000 for the first product sold under the license. Milestone payments for additional products developed and sold under the license are reduced by 50%. We are also required to pay annual maintenance fees to the licensors. Aggregate maintenance fees for the first five years following execution of the agreement are $80,000. Thereafter, we are required to pay maintenance fees of $50,000 annually until the first sale of a licensed product. In addition, we are required to pay the licensors royalties equal to 2% of our worldwide net sales of drugs, therapies or other products developed from claims covered by the licensed patents, subject to a minimum royalty payment of $75,000 annually, beginning after the first commercial sale of a licensed product. We are required to pay royalties ranging from 8% of worldwide sublicense sales of covered products (if the sublicense is entered after commencement of phase II clinical trials) to 12% of worldwide sublicense sales (if the sublicense is entered prior to commencement of phase I clinical trials). The agreement also requires us to meet certain diligence and development milestones, including filing of an IND for a product covered by the agreement on or before the seventh anniversary of the agreement date.

Under the agreement, the license rights granted to us are subject to any rights the U.S. Government may have in such licensed rights due to its sponsorship of research that led to the creation of the licensed rights. The agreement terminates upon the expiration of the last valid claim of the licensed patent rights. We may terminate the agreement at any time by giving the Regents advance written notice. The agreement may be modified or terminated on a product by product basis by the Regents if we materially fail to meet certain diligence requirements and development milestones. The agreement may also be terminated by the Regents in the event of our continuing material breach after notice of such breach and the opportunity to cure. In November 2018, the Regents accepted our payment for an additional year of license maintenance.

ENVIRONMENTAL AND OTHER REGULATORY MATTERS

Government Regulation

The pre-clinical studies and clinical testing, manufacture, labeling, storage, record keeping, advertising, promotion, export, marketing and sales, among other things, of our therapeutic candidates and future products, are subject to extensive regulation by governmental authorities in the United States and other countries. In the United States, pharmaceutical products are regulated by the Food and Drug Administration (the "FDA") under the Federal Food, Drug, and Cosmetic Act (the "FDCA") and other laws. Biologics are subject to regulation by the FDA under the FDCA, the Public Health Service Act, and related regulations, and other federal, state and local statutes and regulations. Biological products include, among other things, viruses, therapeutic serums, vaccines and most protein products. Product development and approval within these regulatory frameworks takes a number of years, and involves the expenditure of substantial resources.

Regulatory approval will be required in all major markets in which we, or our licensees, seek to test our products in development. At a minimum, such approval requires evaluation of data relating to quality, safety and efficacy of a product for its proposed use. The specific types of data required and the regulations relating to these data differ depending on the territory, the drug involved, the proposed indication and the stage of development.

In general, new chemical entities are tested in animal models to determine whether the product is reasonably safe for initial human testing. Additional pre-clinical testing continues during the clinical development stage. Clinical trials for new products are typically conducted in three sequential phases that may overlap. Phase 1 trials typically involve the initial introduction of the pharmaceutical into healthy human volunteers and focus on testing for safety, dosage tolerance, metabolism, distribution, excretion and clinical pharmacology. In the case of serious or life-threatening diseases, such as cancer, initial Phase 1 trials are often conducted in patients directly, with preliminary exploration of potential efficacy. Phase 2 trials involve clinical trials to evaluate the effectiveness of the drug for a particular indication or indications in patients with the disease or condition under study and to determine appropriate dosages and dose regimens and the common short-term side effects and risks associated with the drug. Phase 2 trials are typically closely monitored and conducted in a relatively small number of patients, usually involving no more than several hundred subjects. Phase 3 trials are generally expanded, well-controlled clinical trials. They are performed after preliminary evidence suggesting effectiveness, as well as the appropriate dose and dose ranges of the drug, have been obtained, and are intended to gather the additional information about effectiveness and safety that is needed to evaluate the overall benefit-risk relationship of the drug and to provide an adequate basis for physician labeling.

In the United States, specific research and pre-clinical data, chemical data and a proposed clinical study protocol, as described above, must be submitted to the FDA as part of an Investigational New Drug application, or IND, which, unless the FDA objects, will become effective 30 days following receipt by the FDA. Phase 1 trials may commence only after the IND application becomes effective. Following completion of Phase 1 trials, further submissions to regulatory authorities are necessary in relation to Phase 2 and 3 trials to update the existing IND. Authorities may require additional data before allowing the trials to commence and could demand discontinuation of studies at any time if there are significant safety issues. In addition to regulatory review, a clinical trial involving human subjects has to be approved by an independent body. The exact composition and responsibilities of this body differ from country to country. In the United States, for example, each clinical trial is conducted under the auspices of an Institutional Review Board for any institution at which the clinical trial is conducted. This board considers among other factors, the design of the clinical trial, ethical factors, the safety of the human subjects and the possible liability risk for the institution.

Information generated in this process is susceptible to varying interpretations that could delay, limit, or prevent regulatory approval at any stage of the approval process. Failure to demonstrate adequately the quality, safety and efficacy of a therapeutic drug under development would delay or prevent regulatory approval of the product.

In order to gain marketing approval, we must submit a new drug application, or NDA, for review by the FDA. The NDA must include a substantial amount of data and other information concerning safety and effectiveness of the drug compound from laboratory, animal and clinical testing, as well as data and information manufacturing, product stability, and proposed product labeling.

There can be no assurance that if clinical trials are completed that we or any future collaborative partners will submit an NDA or similar applications outside of the United States for required authorizations to manufacture or market potential products, or that any such applications will be reviewed or approved in a timely manner. Approval of an NDA, if granted at all, can take several months to several years, and the approval process can be affected by a number of factors. Additional studies or clinical trials may be requested during the review and may delay marketing approval and involve unbudgeted costs. Regulatory authorities may conduct inspections of relevant facilities and review manufacturing procedures, operating systems and personnel qualifications. In addition to obtaining approval for each product, in many cases each drug manufacturing facility must be approved. Further, inspections may occur over the life of the product. An inspection of the clinical investigation sites by a competent authority may be required as part of the regulatory approval procedure. As a condition of marketing approval, the regulatory agency may require post-marketing surveillance to monitor adverse effects, or other additional studies as deemed appropriate. After approval for the initial indication, further clinical studies are usually necessary to gain approval for additional indications. The terms of any approval, including labeling content, may be more restrictive than expected and could affect product marketability.

Holders of an approved NDA are required to report certain adverse reactions and production problems, if any, to the FDA, and to comply with certain requirements concerning advertising and promotional labeling for their products. Moreover, quality control and manufacturing procedures must continue to conform to cGMP after approval, and the FDA periodically inspects manufacturing facilities to assess cGMP compliance. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain compliance with cGMP and other aspects of regulatory compliance. We expect to continue to rely upon third-party manufacturers to produce commercial supplies of any products which are approved for marketing. We cannot be sure that those manufacturers will remain in compliance with applicable regulations, or that future FDA inspections will not identify compliance issues at the facilities of our contract manufacturers that may disrupt production or distribution, or require substantial resources to correct.

Any of our future products approved by the FDA will likely be purchased principally by patients through a pharmacy benefit plan or by pharmacies that typically bill various third-party payers, such as governmental programs (e.g., Medicare and Medicaid), private insurance plans and managed care plans, for the pharmaceuticals provided to patients. The ability of customers to obtain appropriate reimbursement for the products they purchase is crucial to the success of new drug and biologic products. The availability of reimbursement affects which products customers purchase and the prices they are willing to pay. Reimbursement varies from country to country and can significantly impact the acceptance of new products. Even if we were to develop a promising new product, we may find limited demand for the product unless reimbursement approval is obtained from private and governmental third-party payers.

In the United States and some foreign jurisdictions, there have been a number of legislative and regulatory changes and proposed changes regarding the health care system and efforts to control health care costs, including drug prices, that could significantly affect the development of our business, including preventing, limiting or delaying regulatory approval of our drug candidates and reducing the sales and profits derived from our products once they are approved. For example, in the United States, the Patient Protection and Affordable Care Act of 2010 ("ACA") substantially changed the way health care is financed by both governmental and private insurers and significantly affects the pharmaceutical industry. There is continued uncertainty about the implementation of ACA, including the potential for further amendments to the ACA and legal challenges to or efforts to repeal the ACA. We cannot be sure whether additional legislative changes will be enacted, or whether government regulations, guidance or interpretations will be changed, or what the impact of such changes would be on the marketing approvals, sales, pricing, or reimbursement of our drug candidates or products, if any, may be.

If the FDA approves any of our future products and reimbursement for those products is approved by any federal or state healthcare programs, then we will be subject to federal and state laws, such as the Federal False Claims Act, state false claims acts, the illegal remuneration provisions of the Social Security Act, and federal and state anti-kickback laws that govern financial and other arrangements among drug manufacturers and developers and the physicians and other practitioners or facilities that purchase or prescribe products. Among other things, these laws prohibit kickbacks, bribes and rebates, as well as other direct and indirect payments that are intended to induce the use or prescription of medical products or services payable by any federal or state healthcare program, and prohibit presenting a false or misleading claim for payment under a federal or state program. Possible sanctions for violation of any of these restrictions or prohibitions include loss of eligibility to participate in federal and state reimbursement programs and civil and criminal penalties. If we fail to comply, even inadvertently, with any of these requirements, we could be required to alter our operations, enter into corporate integrity, deferred prosecution or similar agreements with state or federal government agencies, and could become subject to significant civil and criminal penalties.

AVAILABLE INFORMATION

Our common stock is listed on the Nasdaq Capital Market and trades under the symbol "CWBR." Our principal executive offices are located at 1455 Adams Drive, Suite 2050, Menlo Park, California 94025, and our telephone number is (650) 446-7888. The internet address of our corporate website is http://www.cohbar.com.

We file annual reports, quarterly reports, current reports, proxy statements and other information with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended. You can inspect and obtain a copy of our reports, proxy statements and other information filed with the SEC at the offices of the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549, on official business days during the hours of 10 a.m. to 3 p.m. EST. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. The SEC maintains an internet website at http://www.sec.gov where you can access copies of most of our SEC filings.

We make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments and exhibits to those reports, available free of charge on our corporate website. In addition, our Code of Ethics and Business Conduct and the charters of our Audit Committee, Compensation Committee and Governance and Nominating Committee are available on our corporate website. The contents of our corporate website are not incorporated into, or otherwise to be regarded as part of, this Annual Report on Form 10-K.

Item 1A. Risk Factors

CohBar operates in an environment that involves a number of risks and uncertainties. The risks and uncertainties described in this Annual Report on Form 10-K are not the only risks and uncertainties that we face. Additional risks and uncertainties that presently are not considered material or are not known to us, and therefore are not mentioned herein, may impair our business operations. If any of the risks described in this Annual Report on Form 10-K actually occur, our business, operating results and financial position could be adversely affected.

We will need additional funding and may be unable to raise additional capital when needed, which would force us to delay, reduce or eliminate our research and development activities.

Our operations to date have consumed substantial amounts of cash, and we expect our capital and operating expenditures to continue to increase in the next few years. We may not be able to generate significant revenues for several years, if at all. Until we can generate significant revenues, if ever, we expect to satisfy our future cash needs through equity or debt financing, and/or through any future development collaborations with commercial partners. We cannot be certain that additional funding will be available on acceptable terms, or at all. If adequate funds are not available, we may be required to delay, reduce the scope of, or eliminate one or more of our research and development activities.

We have had a history of losses and no revenue.

We have generated substantial accumulated losses since our inception. We have not generated any revenues from our operations to date and do not expect to generate any revenue in the near future. As a result, our management expects the business to continue to experience negative cash flow for the foreseeable future. We can offer no assurance that we will ever operate profitably or that we will generate positive cash flow in the future.

Until we can generate significant revenues, if ever, we expect to satisfy our future cash needs through equity or debt financing. We will need to raise additional funds, and such funds may not be available on commercially acceptable terms, if at all. If we are unable to raise funds on acceptable terms, we may not be able to execute our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements. This may seriously harm our business, financial condition and results of operations. In the event we are not able to continue operations investors will likely suffer a complete loss of their investments in our securities.

We are an early-stage biotechnology company and may never be able to successfully develop marketable products or generate any revenue. We have a very limited relevant operating history upon which an evaluation of our performance and prospects can be made. There is no assurance that our future operations will result in profits. If we cannot generate sufficient revenues, we may suspend or cease operations.

We are an early-stage company. Our operations to date have been limited to organizing and staffing our company, business planning, raising capital, identifying MDPs for further research, developing our intellectual property portfolio, performing research on identified MDPs and advancing our lead MBT candidate into clinical studies. We have not generated any revenues to date. All of our MBTs are in the concept, research or early clinical stages. Moreover, we cannot be certain that our research and development efforts will be successful or, if successful, that our MBTs will ever be approved by the United States Food and Drug Administration (FDA). Typically, it takes 10-12 years to develop one new medicine from the time it is discovered to when it is available for treating patients and longer timeframes are not uncommon. Even if approved, our products may not generate commercial revenues. We have no relevant operating history upon which an evaluation of our performance and prospects can be made. We are subject to all of the business risks associated with a new enterprise, including, but not limited to, risks of unforeseen capital requirements, failure of potential drug candidates either in research, pre-clinical testing or in clinical trials, failure to establish business relationships and competitive disadvantages against other companies. If we fail to become profitable, we may be forced to suspend or cease operations.

If we fail to demonstrate efficacy in our research and clinical trials, our future business prospects, financial condition and operating results will be materially adversely affected.

The success of our research and development efforts will be greatly dependent upon our ability to demonstrate efficacy of MBTs in non-clinical studies, as well as in clinical trials. Non-clinical studies involve testing potential MBTs in appropriate non-human disease models to demonstrate efficacy and safety. Regulatory agencies evaluate these data carefully before they will approve clinical testing in humans. If certain non-clinical data reveals potential safety issues or the results are inconsistent with an expectation of the potential drug's efficacy in humans, the program may be discontinued or the regulatory agencies may require additional testing before allowing human clinical trials. This additional testing will increase program expenses and extend timelines. We may decide to suspend further testing on our potential drugs if, in the judgment of our management and advisors, the non-clinical test results do not support further development.

Moreover, success in research, pre-clinical testing and early clinical trials does not ensure that later clinical trials will be successful, and we cannot be sure that the results of later clinical trials will replicate the results of prior clinical trials and non-clinical testing. The clinical trial process may fail to demonstrate that our potential drug candidates are safe for humans and effective for indicated uses. This failure would cause us to abandon a drug candidate and may delay development of other potential drug candidates. Any delay in, or termination of, our non-clinical testing or clinical trials will delay the filing of an investigational new drug application and new drug application with the FDA or the equivalent applications with pharmaceutical regulatory authorities outside the United States and, ultimately, our ability to commercialize our potential drugs and generate product revenues. In addition, we expect that our early clinical trials will involve small patient populations. Because of the small sample size, the results of these early clinical trials may not be indicative of future results.

If our current and any future clinical trials are delayed, suspended or terminated, we may be unable to develop our product candidates on a timely basis, which would adversely affect our ability to obtain regulatory approvals, increase our development costs and delay or prevent commercialization of any approved products.

We cannot predict whether we will encounter problems with our ongoing, planned or any future clinical trials that will cause regulatory agencies, institutional review boards, or us to suspend or delay a trial. For example, in November 2018, we announced the temporary suspension of the Phase 1 clinical the trial for CB4211, our lead MBT candidate, in order to address injection site reactions that have been unexpectedly persistent and we cannot provide any assurance that we will be able to resume the trial in a timely manner, or at all. Clinical trials and clinical data collection protocols can be delayed for a variety of reasons, including:

- the occurrence of unacceptable drug-related side effects or adverse events experienced by participants in our clinical trials;
- discussions with the FDA regarding the scope or design of our clinical trials and clinical data collection protocols;
- delays or the inability to obtain required approvals from institutional review boards or other responsible entities at clinical sites selected for participation in our existing or future clinical trials;
- adverse findings in clinical or nonclinical studies related to the safety of our product candidates in humans;
- the amendment of clinical trial or data collection protocols to reflect changes in regulatory requirements and guidance or other reasons as well as subsequent re-examination of amendments of clinical trial or data collection protocols by institutional review boards or other responsible bodies; and

- the need to repeat or conduct additional clinical trials as a result of inconclusive or negative results, failure to replicate positive early clinical data in subsequent clinical trials, failure to deliver an efficacious dose of a product candidate, poorly executed testing, a failure of a clinical site to adhere to the clinical protocol, an unacceptable study design or other problems.

In addition, a clinical trial or development program may be suspended or terminated by us, institutional review boards, the FDA or other responsible bodies due to a number of factors, including:

- failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols;
- inspection of the clinical trial operations or trial sites by the FDA or other regulatory authorities resulting in the imposition of a clinical hold;
- inability to resume a suspended trial in a timely manner (which we cannot predict with certainty), if at all;
- unforeseen safety issues or any determination that a trial presents unacceptable health risks;
- inability to deliver an efficacious dose of a product candidate; or
- lack of adequate funding to continue the clinical trial.

If the results of our clinical trials are not available when we expect or if we encounter any delay in the analysis of data from our clinical trials, we may be unable to conduct additional clinical trials on the schedule we anticipate. Many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of a product candidate. Any delays in completing a clinical trial could increase our development costs, delay or prevent the availability of topline data expected to be available from the trial, delay our product development and regulatory submission process or make it difficult to raise additional capital.

We may seek to establish development and commercialization collaborations, and, if we are not able to establish them on commercially reasonable terms, we may have to alter our development and commercialization plans.

Our potential drug development programs and the potential commercialization of our drug candidates will require substantial additional cash to fund expenses. We may decide to collaborate with pharmaceutical or biotechnology companies in connection with the development or commercialization of our potential drug candidates.

We face significant competition in seeking appropriate collaborators. Whether we reach a definitive collaboration agreement will depend, among other things, upon our assessment of the collaborator's resources and expertise, the terms and conditions of the proposed collaboration and the proposed collaborator's evaluation of a number of factors. Those factors may include the design or results of clinical trials, the likelihood of approval by the FDA or similar regulatory authorities outside the United States, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such product candidate to patients, the potential of competing products, the existence of uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership without regard to the merits of the challenge and industry and market conditions generally. The collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on, and whether such alternative collaboration project could be more attractive than the one with us for our product candidate.

There are a limited number of large pharmaceutical companies with whom we could potentially collaborate, and collaborations are complex and time-consuming to negotiate and document. We may not be able to negotiate collaborations on a timely basis, on acceptable terms, or at all. If we are unable to do so, we may have to curtail the development of the product candidate for which we are seeking to collaborate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop our product candidates or bring them to market and generate product revenue.

We may not be successful in our efforts to identify or discover potential drug development candidates.

A key element of our strategy is to identify and test MDPs that play a role in cellular processes underlying our targeted disease indications. A significant portion of the research that we are conducting involves emerging scientific knowledge and drug discovery methods. Our drug discovery efforts may not be successful in identifying MBTs that are useful in treating disease. Our research programs may initially show promise in identifying potential drug development candidates, yet fail to yield candidates for pre-clinical and clinical development for a number of reasons, including:

- the research methodology used may not be successful in identifying appropriate potential drug development candidates; or
- potential drug development candidates may, on further study, be shown not to be effective in humans, or to have unacceptable toxicities, harmful side effects, or other characteristics that indicate that they are unlikely to be medicines that will receive marketing approval and achieve market acceptance.

Research programs to identify new product candidates require substantial technical, financial and human resources. We may choose to focus our efforts and resources on a potential product candidate that ultimately proves to be unsuccessful. If we are unable to advance our lead MBT candidate through clinical development or identify other MBTs that are suitable for pre-clinical and clinical development, we will not be able to obtain product revenues in future periods, which likely would result in significant harm to our financial position and negatively affect our ability to continue our operations.

Our research and development plans will require substantial additional future funding which could impact our operational and financial condition. Without the required additional funds, we will likely cease operations.

It will take several years before we are able to develop potentially marketable products, if at all. Our research and development plans will require substantial additional capital to:

- conduct research, pre-clinical testing and human studies;
- manufacture any future drug development candidate or product at pilot and commercial scale; and
- establish and develop quality control, regulatory, and administrative capabilities to support these programs.

Our future operating and capital needs will depend on many factors, including:

- the pace of scientific progress in our research programs and the magnitude of these programs;
- the scope and results of pre-clinical testing and human studies;

- the time and costs involved in obtaining regulatory approvals;
- the time and costs involved in preparing, filing, prosecuting, securing, maintaining and enforcing intellectual property rights;
- competing technological and market developments;
- our ability to establish additional collaborations;
- changes in any future collaborations;
- the cost of manufacturing our drug products; and
- the effectiveness of efforts to commercialize and market our products.

We base our outlook regarding the need for funds on many uncertain variables. Such uncertainties include the success of our research and development initiatives, regulatory approvals, the timing of events outside our direct control such as negotiations with potential strategic partners and other factors. Any of these uncertain events can significantly change our cash requirements as they determine such one-time events as the receipt or payment of major milestones and other payments.

Additional funds will be required to support our operations and if we are unable to obtain them on favorable terms, we may be required to cease or reduce further research and development of our drug product programs, sell or abandon some or all of our intellectual property, merge with another entity or cease operations.

Even if we are able to develop our potential drugs, we may not be able to obtain regulatory approval, or if approved, we may not be able to generate significant revenues or successfully commercialize our products, which will adversely affect our financial results and financial condition and we will have to delay or terminate some or all of our research and development plans which may force us to cease operations.

All of our potential drug candidates will require extensive additional research and development, including pre-clinical testing and clinical trials, as well as regulatory approvals, before we can market them. We cannot predict if or when any potential drug candidate we intend to develop will be approved for marketing. There are many reasons that we may fail in our efforts to develop our potential drug candidates. These include:

- the possibility that pre-clinical testing or clinical trials may show that our potential drugs are ineffective and/or cause harmful side effects or toxicities;
- our potential drugs may prove to be too expensive to manufacture or administer to patients;
- our potential drugs may fail to receive necessary regulatory approvals from the FDA or foreign regulatory authorities in a timely manner, or at all;
- even if our potential drugs are approved, we may not be able to produce them in commercial quantities or at reasonable costs;
- even if our potential drugs are approved, they may not achieve commercial acceptance;
- regulatory or governmental authorities may apply restrictions to any of our potential drugs, which could adversely affect their commercial success; and
- the proprietary rights of other parties may prevent us or our potential collaborative partners from marketing our potential drugs.

If we fail to develop our potential drug candidates, our financial results and financial condition will be adversely affected, we will have to delay or terminate some or all of our research and development plans and may be forced to cease operations.

If we do not maintain the support of qualified scientific collaborators, our revenue, growth and profitability will likely be limited, which would have a material adverse effect on our business.

We will need to maintain our existing relationships with leading scientists and/or establish new relationships with scientific collaborators. We believe that such relationships are pivotal to establishing products using our technologies as a standard of care for various indications. There is no assurance that our founders, scientific advisors or research partners will continue to work with us or that we will be able to attract additional research partners. If we are not able to establish scientific relationships to assist in our research and development, we may not be able to successfully develop our potential drug candidates. If this happens, our business will be adversely affected.

We expect to rely on third parties to conduct our clinical trials and some aspects of our research and pre-clinical testing. These third parties may not perform satisfactorily, including failing to meet deadlines for the completion of such trials, research or pre-clinical testing.

We currently rely on third parties to conduct some aspects of our research and expect to continue to rely on third parties to conduct additional aspects of our research and pre-clinical testing, as well as any future clinical trials. Any of these third parties may terminate their engagements with us at any time. If we need to enter into alternative arrangements, it would delay our product research and development activities.

Our reliance on these third parties for research and development activities will reduce our control over these activities but will not relieve us of our responsibilities. For example, we will remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trial. Moreover, the FDA requires us to comply with standards, commonly referred to as Good Clinical Practices, for conducting, recording and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity and confidentiality of trial participants are protected. We also are required to register ongoing clinical trials and post the results of completed clinical trials on a government-sponsored database, ClinicalTrials.gov, within certain timeframes. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions.

Furthermore, these third parties may also have relationships with other entities, some of which may be our competitors. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct our clinical trials in accordance with regulatory requirements or our stated protocols, we will not be able to obtain, or may be delayed in obtaining, marketing approvals for our drug candidates and will not be able to, or may be delayed in our efforts to, successfully commercialize our medicines.

We currently rely, and expect to continue to rely, on other third parties to store and distribute drug supplies for our clinical trials. Any performance failure on the part of our distributors could delay clinical development or marketing approval of our drug candidates or commercialization of our products, producing additional losses and depriving us of potential product revenue.

We contract with third parties for the manufacture of our peptide materials for research and pre-clinical testing and expect to continue to do so for any future product candidate advanced to clinical trials and commercialization. This reliance on third parties increases the risk that we will not have sufficient quantities of our research peptide materials, product candidates or medicines, or that such supply will not be available to us at an acceptable cost, which could delay, prevent or impair our research, development or commercialization efforts.

We do not have manufacturing facilities adequate to produce our research peptide materials or supplies of any future product candidate. We currently rely, and expect to continue to rely, on third-party manufacturers for the manufacture of our peptide materials, our current and any future product candidates for pre-clinical and clinical testing, and for commercial supply of any of these product candidates for which we or future collaborators obtain marketing approval. We do not have long term supply agreements with any third-party manufacturers, and we purchase our research peptides on a purchase order basis.

We may be unable to establish any agreements with third-party manufacturers or to do so on acceptable terms. Even if we are able to establish agreements with third-party manufacturers, reliance on third-party manufacturers entails additional risks, including:

- reliance on the third party for regulatory compliance and quality assurance;
- the possible breach of the manufacturing agreement by the third party;
- the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for us; and
- reliance on the third party for regulatory compliance, quality assurance, and safety and pharmacovigilance reporting.

Third-party manufacturers may not be able to comply with current good manufacturing practices, or cGMP, regulations or similar regulatory requirements outside the United States. Our failure, or the failure of our third-party manufacturers, to comply with applicable regulations could result in sanctions being imposed on us, including fines, injunctions, civil penalties, delays, suspension or withdrawal of approvals, license revocation, seizures or recalls of product candidates or medicines, operating restrictions and criminal prosecutions, any of which could significantly and adversely affect supplies of our medicines and harm our business and results of operations.

Any drug candidate that we may develop may compete with other drug candidates and products for access to manufacturing facilities. There are a limited number of manufacturers that operate under cGMP regulations and that might be capable of manufacturing for us.

Our current and anticipated future dependence upon others for the manufacture of our investigational materials or future product candidates or medicines may adversely affect our future profit margins and our ability to commercialize any medicines that receive marketing approval on a timely and competitive basis.

We may not be able to develop drug candidates, market or generate sales of our products to the extent anticipated. Our business may fail and investors could lose all of their investment in our Company.

Assuming that we are successful in developing our potential drug candidates and receiving regulatory clearances to market our potential products, our ability to successfully penetrate the market and generate sales of those products may be limited by a number of factors, including the following:

- if our competitors receive regulatory approvals for and begin marketing similar products in the United States, the European Union, Japan and other territories before we do, greater awareness of their products as compared to ours will cause our competitive position to suffer;
- information from our competitors or the academic community indicating that current products or new products are more effective or offer compelling other benefits than our future products could impede our market penetration or decrease our future market share; and
- the pricing and reimbursement environment for our future products, as well as pricing and reimbursement decisions by our competitors and by payers, may have an effect on our revenues.

If any of these happened, our business could be adversely affected.

Any product candidate we are able to develop and commercialize would compete in the marketplace with existing therapies and new therapies that may become available in the future. These competitive therapies may be more effective, less costly, more easily administered, or offer other advantages over any product we seek to market.

Although there are no currently approved therapies for the treatment of NAFLD and NASH, there are numerous therapies in development including those in clinical trials that are more advanced than ours. Additionally, there are numerous therapies currently marketed to treat diabetes, cancer, Alzheimer's disease and other diseases for which our potential product candidates may be indicated. For example, if we develop an approved treatment for type 2 diabetes, it would compete with several classes of drugs for type 2 diabetes that are approved to improve glucose control. These include the insulin sensitizers pioglitazone (Actos) and rosiglitazone (Avandia), which are administered as oral once daily pills, and metformin, which is sometimes called an insulin sensitizer and is available as a generic once daily formulation. If we develop an approved treatment for Alzheimer's disease it would compete with approved therapies such as donepezil (Aricept), galantamine (Razadyne), memantine (Namenda), rivastigmine (Exelon) and tacrine (Cognex). These therapies are varied in their design, therapeutic application and mechanism of action and may provide significant competition for any of our product candidates for which we obtain market approval. New products may also become available that provide efficacy, safety, convenience and other benefits that are not provided by currently marketed therapies. As a result, they may provide significant competition for any of our product candidates for which we obtain market approval. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize products that are safer, more effective, have fewer or less severe side effects, are more convenient or are less expensive than any products that we may develop. Our competitors also may obtain FDA or other regulatory approval for their products more rapidly than we may obtain approval for ours, which could result in our competitors establishing a strong market position before we are able to enter the market. In addition, our ability to compete may be affected in many cases by insurers or other third-party payers seeking to encourage the use of existing products which are generic or are otherwise less expensive to provide.

Our future success depends on key members of our scientific team and our ability to attract, retain and motivate qualified personnel.

We are highly dependent on our founders, Dr. Pinchas Cohen and Dr. Nir Barzilai, and the other principal members of our management and scientific teams. Drs. Cohen and Barzilai are members of our board of directors and provide oversight and guidance on scientific, research and development topics in that capacity. Other members of our key management and scientific teams, including our Chief Scientific Officer, Dr. Kenneth Cundy, are employed "at will," meaning we or they may terminate the employment relationship at any time. Our consultants and advisors, including our founders, may be employed by employers other than us and may have commitments under consulting or advisory contracts with other entities that may limit their availability to us. In addition, we rely on other consultants and advisors from time to time, including drug discovery and development advisors, to assist us in formulating our research and development strategy. Agreements with these advisors typically may be terminated by either party, for any reason, on relatively short notice. We do not maintain "key person" insurance for any of the key members of our team. The loss of the services of any of these persons could impede the achievement of our research, development and commercialization objectives.

Recruiting and retaining qualified scientific, clinical, and managerial personnel will also be critical to our success. We may not be able to attract and retain these personnel on acceptable terms given the competition among numerous pharmaceutical and biotechnology companies for similar personnel. We also experience competition for the hiring of scientific and clinical personnel from universities and research institutions.

We expect to expand our clinical development research, development and regulatory capabilities, and as a result, we may encounter difficulties in managing our growth, which could disrupt our operations.

We expect to experience significant growth in the scope of our operations, particularly in the areas of clinical development research, drug development and regulatory affairs. To manage our anticipated future growth, we must continue to implement and improve our managerial, operational and financial systems, expand our facilities and continue to recruit and train additional qualified personnel. We expect that if our drug candidates continue to progress in development, we may require significant additional investment in personnel, management systems and resources, particularly in the build out of our commercial capabilities. Over the next several years, we may experience significant growth in the number of our employees and the scope of our operations, particularly in the areas of drug development, regulatory affairs and sales and marketing. Due to our limited financial resources and our limited operating history, we may not be able to effectively manage the expected expansion of our operations. The physical expansion of our operations may lead to significant costs and may divert our management and business development resources. Any inability to manage growth could delay the execution of our business plans or disrupt our operations.

The use of any of our products in clinical trials may expose us to liability claims, which may cost us significant amounts of money to defend against or pay out, causing our business to suffer.

The nature of our business exposes us to potential liability risks inherent in the testing, manufacturing and marketing of our products. If the clinical trial for our current drug candidate resumes, if any of our other drug candidates enter into clinical trials, or if any of our drug candidates become marketed products, they could potentially harm people or allegedly harm people, possibly subjecting us to costly and damaging product liability claims. Some of the patients who participate in clinical trials are already ill when they enter a trial or may intentionally or unintentionally fail to meet the exclusion criteria. The waivers we obtain may not be enforceable and may not protect us from liability or the costs of product liability litigation. Although we intend to obtain product liability insurance which we believe is adequate, we are subject to the risk that our insurance will not be sufficient to cover claims. The insurance costs along with the defense or payment of liabilities above the amount of coverage could cost us significant amounts of money and management distraction from other elements of the business, causing our business to suffer.

Compliance with laws and regulations pertaining to the privacy and security of health information may be time consuming, difficult and costly, particularly in light of increased focus on privacy issues in countries around the world, including the U.S. and the EU.

We are subject to various domestic and international privacy and security regulations. The confidentiality, collection, use and disclosure of personal data, including clinical trial patient-specific information, are subject to governmental regulation generally in the country that the personal data were collected or used. In the United States we are subject, or expect to be subject, to various state and federal privacy and data security regulations, including but not limited to the Health Insurance Portability and Accountability Act of 1996, or HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009. HIPAA mandates, among other things, the adoption of uniform standards for the electronic exchange of information in common health care transactions, as well as standards relating to the privacy and security of individually identifiable health information, which require the adoption of administrative, physical and technical safeguards to protect such information. In the EU personal data includes any information that relates to an identified or identifiable natural person with health information carrying additional obligations, including obtaining the explicit consent from the individual for collection, use or disclosure of the information. In addition, the protection of and cross-border transfers of such data out of the EU has become more stringent with the EU's General Data Protection Regulation coming into effect in May 2018. Furthermore, the legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increasing amount of focus on privacy and data protection issues. The United States and the EU and its member states continue to issue new privacy and data protection rules and regulations that relate to personal data and health information. Compliance with these laws may be time consuming, difficult and costly. If we fail to comply with applicable laws, regulations or duties relating to the use, privacy or security of personal data we could be subject to the imposition of significant civil and criminal penalties, be forced to alter our business practices and suffer reputational harm.

The patent positions of biopharmaceutical products are complex and uncertain and we may not be able to protect our patented or other intellectual property. If we cannot protect this property, we may be prevented from using it or our competitors may use it and our business could suffer significant harm. Also, the time and money we spend on acquiring and enforcing patents and other intellectual property will reduce the time and money we have available for our research and development, possibly resulting in a slow down or cessation of our research and development.

We own or exclusively license patents and patent applications related to our MDPs and potential MBTs and we anticipate continuing to develop our intellectual property portfolio. However, neither patents nor patent applications ensure the protection of our intellectual property for a number of reasons, including the following:

- The United States Supreme Court rendered a decision in Molecular Pathology vs. Myriad Genetics, Inc., 133 S.Ct. 2107 (2013) ("Myriad"), in which the court held that naturally occurring DNA segments are products of nature and not patentable as compositions of matter. On March 4, 2014, the U.S. Patent and Trademark Office ("USPTO") issued guidelines for examination of such claims that, among other things, extended the Myriad decision to any natural product. Since MDPs are natural products isolated from cells, the USPTO guidelines may affect allowability of some of our patent claims (pertaining to natural MDP sequences) that are filed in the USPTO but are not yet issued. Further, while the USPTO guidelines are not binding on the courts, it is likely that as the law of subject matter eligibility continues to develop Myriad will be extended to natural products other than DNA. Thus, our issued U.S. patent claims directed to MDPs as compositions of matter may be vulnerable to challenge by competitors who seek to have our claims rendered invalid. While Myriad and the USPTO guidelines described above will affect our patents only in the United States, there is no certainty that similar laws or regulations will not be adopted in other jurisdictions.

- Competitors may interfere with our patenting process in a variety of ways. Competitors may claim that they invented the claimed invention prior to us. Competitors may also claim that we are infringing their patents and restrict our freedom to operate. Competitors may also contest our patents and patent applications, if issued, by showing in various patent offices that, among other reasons, the patented subject matter was not original, was not novel or was obvious. In litigation, a competitor could claim that our patents and patent applications are not valid or enforceable for a number of reasons. If a court agrees, we would lose some or all of our patent protection.

- As a company, we have no meaningful experience with competitors interfering with our patents or patent applications. In order to enforce our intellectual property, we may need to file a lawsuit against a competitor. Enforcing our intellectual property in a lawsuit can take significant time and money. We may not have the resources to enforce our intellectual property if a third party infringes an issued patent claim. Infringement lawsuits may require significant time and money resources. If we do not have such resources, the licensor is not obligated to help us enforce our patent rights. If the licensor does take action by filing a lawsuit claiming infringement, we will not be able to participate in the suit and therefore will not have control over the proceedings or the outcome of the suit.

- Because of the time, money and effort involved in obtaining and enforcing patents, our management may spend less time and resources on developing potential drug candidates than they otherwise would, which could increase our operating expenses and delay product programs.

- Our licensed patent applications directed to the composition and methods of using MOTS-c, and SHLP-6, which we consider as a research peptide for the potential treatment of cancer, have not yet been issued. There can be no assurance that these or our other licensed patent applications will result in the issuance of patents, and we cannot predict the breadth of claims that may be allowed in our currently pending patent applications or in patent applications we may file or license from others in the future.

- Issuance of a patent may not provide much practical protection. If we receive a patent of narrow scope, then it may be easy for competitors to design products that do not infringe our patent(s).

- We have limited ability to expand coverage of our licensed patent related to SHLP-2 and our licensed patent application related to SHLP-6 outside of the United States. The lack of patent protection in international jurisdictions may inhibit our ability to advance MBT drug candidates in these markets.

- If a court decides that the method of manufacture or use of any of our drug candidates infringes on a third-party patent, we may have to pay substantial damages for infringement.

- A court may prohibit us from making, selling or licensing a potential drug candidate unless the patent holder grants a license. A patent holder is not required to grant a license. If a license is available, we may have to pay substantial royalties or grant cross licenses to our patents, and the license terms may be unacceptable.

- Redesigning our potential drug candidates so that they do not infringe on other patents may not be possible or could require substantial funds and time.

It is also unclear whether our trade secrets are adequately protected. While we use reasonable efforts to protect our trade secrets, our employees or consultants may unintentionally or willfully disclose our information to competitors. Enforcing a claim that someone illegally obtained and is using our trade secrets is expensive and time consuming, and the outcome is unpredictable. In addition, courts outside the United States are sometimes less willing to protect trade secrets. Our competitors may independently develop equivalent knowledge, methods and know-how. We may also support and collaborate in research conducted by government organizations, hospitals, universities or other educational institutions. These research partners may be unable or unwilling to grant us exclusive rights to technology or products derived from these collaborations prior to entering into the relationship.

If we do not obtain required intellectual property rights, we could encounter delays in our drug development efforts while we attempt to design around other patents or even be prohibited from developing, manufacturing or selling potential drug candidates requiring these rights or licenses. There is also a risk that disputes may arise as to the rights to technology or potential drug candidates developed in collaboration with other parties.

Significant disruptions of information technology systems or security breaches could adversely affect our business.

We are increasingly dependent upon information technology systems, infrastructure and data to operate our business. In the ordinary course of business, we collect, store and transmit large amounts of confidential information (including, among other things, trade secrets or other intellectual property, proprietary business information and personal information). It is critical that we do so in a secure manner to maintain the confidentiality and integrity of such confidential information. We also have outsourced elements of our operations to third parties, and as a result we manage a number of third-party vendors who may or could have access to our confidential information. Attacks on information technology systems are increasing in their frequency, levels of persistence, sophistication and intensity, and they are being conducted by increasingly sophisticated and organized groups and individuals with a wide range of motives and expertise. The size and complexity of our information technology systems, and those of third-party vendors with whom we contract, and the large amounts of confidential information stored on those systems, make such systems vulnerable to service interruptions or to security breaches from inadvertent or intentional actions by our employees, third-party vendors, and/or business partners, or from cyber-attacks by malicious third parties. Cyber-attacks could include the deployment of harmful malware, ransomware, denial-of-service attacks, social engineering and other means to affect service reliability and threaten the confidentiality, integrity and availability of information.

Significant disruptions of our information technology systems, or those of our third-party vendors, or security breaches could adversely affect our business operations and/or result in the loss, misappropriation and/or unauthorized access, use or disclosure of, or the prevention of access to, confidential information, including, among other things, trade secrets or other intellectual property, proprietary business information and personal information, and could result in financial, legal, business and reputational harm to us.

Any failure or perceived failure by us or any third-party collaborators, service providers, contractors or consultants to comply with our privacy, confidentiality, data security or similar obligations to third parties, or any data security incidents or other security breaches that result in the unauthorized access, release or transfer of sensitive information, including personally identifiable information, may result in governmental investigations, enforcement actions, regulatory fines, litigation or public statements against us, could cause third parties to lose trust in us or could result in claims by third parties asserting that we have breached our privacy, confidentiality, data security or similar obligations, any of which could have a material adverse effect on our reputation, business, financial condition or results of operations. Moreover, data security incidents and other security breaches can be difficult to detect, and any delay in identifying them may lead to increased harm. While we have implemented data security measures intended to protect our information technology systems and infrastructure, there can be no assurance that such measures will successfully prevent service interruptions or data security incidents.

Because of our status as an emerging growth company, our independent registered public accountants are not required to provide an attestation report as to our internal control over financial reporting for several years.

Our independent registered public accounting firm will not be required to attest formally to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act until we are no longer an "emerging growth company" as defined in the Jumpstart our Business Startups Act of 2012 ("JOBS Act"). We will be an emerging growth company until December 31, 2020, although circumstances could cause us to lose that status earlier, including if the market value of our common stock held by non-affiliates exceeds $700 million as of any June 30th before that time, in which case we would no longer be an emerging growth company as of the following December 31st. Accordingly, you will not likely be able to depend on any attestation concerning our internal control over financial reporting from our independent registered public accountants for several years.

If securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our stock adversely, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market, or our competitors. If any of the analysts who may cover us change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. If any analysts who may cover us were to cease coverage or our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

The market price of our common stock may be highly volatile.

The market for our common stock will likely be characterized by significant price volatility when compared to more established issuers and we expect that it will continue to be so for the foreseeable future. The market price of our common stock is likely to be volatile for a number of reasons. First, our common stock is likely to be sporadically and/or thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of common stock by our stockholders may disproportionately influence the price of the common stock in either direction. The price of the common stock could, for example, decline precipitously if even a relatively small number of shares are sold on the market without commensurate demand, as compared to a market for shares of an established issuer which could better absorb those sales without adverse impact on its share price. Second, we are a speculative investment due to our lack of profits to date and substantial uncertainty regarding our ability to develop and commercialize a drug product from our new or existing technologies. As a consequence of this enhanced risk, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the shares of an established issuer. We cannot make any predictions or projections as to what the prevailing market price for our common stock will be at any time or as to what effect the sale of common stock or the availability of common stock for sale at any time will have on the prevailing market price.

Our management owns a significant percentage of our outstanding common stock. If the ownership of our common stock continues to be highly concentrated in management, it may prevent other stockholders from influencing significant corporate decisions.

As of March 13, 2019, our executive officers and directors own, as a group, approximately 32.8% of the outstanding shares of our common stock. Additionally, our executive officers and directors own, as a group, options and warrants exercisable for approximately 10.3% of our outstanding common stock, assuming exercise of such options and warrants. As a result, our management could exert significant influence over matters requiring stockholder approval, including the election of our board of directors, the approval of mergers and other extraordinary transactions, as well as the terms of any of these transactions. This concentration of ownership could have the effect of delaying or preventing a change in our control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which could in turn have an adverse effect on the fair market value of our company and our common stock. These actions may be taken even if they are opposed by our other stockholders.

The requirements of being a public company may strain our resources, divert management's attention and require us to disclose information that is helpful to competitors, make us more attractive to potential litigants and make it more difficult to attract and retain qualified personnel.

As a public company, we are subject to the reporting requirements of the Securities Act, the Securities Exchange Act of 1934, as amended (Exchange Act), the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), and applicable Canadian securities rules and regulations. Despite recent reforms made possible by the JOBS Act, compliance with these rules and regulations creates significant legal and financial compliance costs and makes some activities difficult, time-consuming or costly. The Exchange Act and applicable Canadian provincial securities legislation require, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results.

Additionally, the Sarbanes-Oxley Act and the related rules and regulations of the SEC and the Nasdaq Capital Market require us to implement particular corporate governance practices and adhere to a variety of reporting requirements and complex accounting rules. Among other things, we are subject to rules regarding the independence of the members of our board of directors and committees of the board and their experience in finance and accounting matters and certain of our executive officers are required to provide certifications in connection with our quarterly and annual reports filed with the SEC. The perceived personal risk associated with these rules may deter qualified individuals from accepting these positions. Accordingly, we may be unable to attract and retain qualified officers and directors. If we are unable to attract and retain qualified officers and directors, our business and our ability to maintain the listing of our shares of common stock on the Nasdaq or another stock exchange could be adversely affected.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We are a party to a lease agreement for laboratory space leased on a month-to month basis that is part of a shared facility in Menlo Park, California. In October 2017, we entered into a one-year lease agreement for office space in Fairfield, New Jersey at a cost of $13,080 per annum. In October 2018, we renewed our lease in Fairfield, New Jersey for an additional year at the same annual cost.

Rent expense amounted to $298,972 and $236,374 for the years ended December 31, 2018 and 2017, respectively.

Item 3. Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are not currently a party to any material legal proceedings, and to our knowledge none is threatened. There can be no assurance that future legal proceedings arising in the ordinary course of business or otherwise will not have a material adverse effect on our financial position, results of operations or cash flows.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market for our Common Stock

Our common stock has been trading on the Nasdaq Capital Market under the symbol "CWBR" since December 15, 2017.

Holders of Common Stock

As of March 13, 2019, there were 42,678,466 shares of our common stock outstanding held by 45 holders of record and approximately 3,468 beneficial shareholders.

Dividends

We have not declared or paid a cash dividend on our capital stock and do not intend to pay cash dividends for the foreseeable future. All dividends are subject to the approval of our board of directors. Any future determinations to pay dividends on our capital stock would depend on our results of operations, our financial condition and liquidity requirements, restrictions that may be imposed by applicable laws or our contracts, and any other factors that our board of directors in its sole discretion may consider relevant in declaring a dividend.

Share Repurchases

During the year ended December 31, 2018, there were no purchases of shares of common stock made by, or on behalf of, the Company as defined by Rule 10b-18 of the Securities Exchange Act of 1934.

Equity Compensation Plans

See Item 12 for Equity Compensation Plan Information.

Item 6. Selected Financial Data

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

We are a clinical stage biotechnology company and a leader in the research and development of mitochondria based therapeutics (MBTs), an emerging class of drugs with the potential to treat a wide range of diseases associated with aging and metabolic dysfunction, including non-alcoholic steatohepatitis (NASH), obesity, type 2 diabetes mellitus (T2D), cancer, atherosclerosis, cardiovascular disease and neurodegenerative diseases such as Alzheimer's disease.

MBTs originate from almost two decades of research by our founders, resulting in their discovery of a novel group of mitochondrial-derived peptides (MDPs) encoded within the mitochondrial genome. Some of these naturally occurring MDPs and their analogs have demonstrated a range of biological activity and therapeutic potential in research models across multiple diseases associated with aging.

We are focused on building our organization, enhancing our scientific and management teams and their capabilities, planning and strategy, raising capital and the research and development of our MDPs. Our research efforts have focused on discovering and evaluating our MDPs for potential development as MBT drug candidates. We seek to identify and advance research on MDPs with superior potential for yielding a MBT drug candidate, and ultimately a drug, for which we have a strong intellectual property position.

Our lead MBT candidate for the potential treatment of NASH and obesity is CB4211, a novel optimized analog of the MOTS-c MDP. In July 2018, we announced the initiation of a Phase 1a/1b clinical study of CB4211. The double-blind, placebo-controlled clinical study, which has been temporarily suspended, as described below, is designed to initially assess the safety, tolerability, and pharmacokinetics of CB4211 following single and multiple-ascending doses in healthy subjects. The final Phase 1b stage of the study, which has not yet started, is designed to assess the safety, tolerability, and activity of CB4211 in obese subjects with non-alcoholic fatty liver diseases (NAFLD). Assessments will include changes in liver fat assessed by MRI-PDFF, body weight, and biomarkers relevant to NASH and obesity.

In November 2018, we announced the temporary suspension of our Phase 1 clinical study of CB4211 to address mild injection site reactions that were unexpectedly persistent. These injection site reactions, which have been observed in the Phase 1a dose escalation part of the study, were generally seen as painless bumps at the injection site that can be felt under the skin, but in most cases would be otherwise undetectable. We believe, based on the data accumulated to this point, that some of the administered dose of CB4211 remains localized in the tissue at the injection site, thereby causing these bumps to occur. We are seeking regulatory feedback for our plan to address this issue, with the goal of resuming the clinical dosing of CB4211 as soon as possible. However, we cannot predict with certainty if we will be able to resume the trial, and, if so, what impact the suspension will have on the study timeline or the availability of topline data, which was previously expected in early 2019.

To date, our founders and scientific team have discovered a large number of MDPs that have demonstrated a range of biological activities and therapeutic potential. Our ongoing research and development of our pipeline MDPs is focused on identifying and advancing novel improved analogs of those MDPs that have the greatest therapeutic and commercial potential for development into drugs.

We have financed our operations primarily with proceeds from sales of our equity securities, including our initial public offering ("IPO"), private placements, a debt offering, and the exercise of outstanding warrants and stock options. Since our inception through December 31, 2018, our operations have been funded with an aggregate of approximately $56.0 million from the issuance of equity instruments and debt.

Since inception, we have incurred significant operating losses. Our net losses were $15,705,865 and $9,833,152 for the years ended December 31, 2018 and 2017, respectively. As of December 31, 2018, we had an accumulated deficit of $39,948,553. We expect to continue to incur significant expenses and operating losses over the next several years. Our net losses may fluctuate significantly from quarter to quarter and from year to year. We anticipate incurring increasing expenses if we advance CB4211 through the clinic, and as we conduct pre-clinical development of our other research peptides, continue development of our MBTs and seek to expand our intellectual property portfolio.

Financial Operations Review

Revenue

To date, we have not generated any revenue from product sales and do not expect to generate any revenue from the sale of products in the near future. In the future, we will seek to generate revenue from product sales, either directly or under any future licensing, development or similar relationship with a strategic partner.

Research and Development Expenses

Research and development expenses consist primarily of costs incurred for our research activities, including our drug discovery efforts, and the development of our product candidates, which include:

- employee-related expenses including salaries, benefits, and stock-based compensation expense;
- expenses incurred under agreements with third parties, including contract research organizations, or CROs, that conduct research and development and pre-clinical activities on our behalf and the cost of consultants;
- the cost of laboratory equipment, supplies and manufacturing MBT test materials; and
- depreciation and other personnel-related costs associated with research and product development.

We expense all research and development expenses as incurred. We expect our research and development expenses to increase in the year ending December 31, 2019, as we incur additional costs related to our clinical activities and continue our efforts to advance our lead MBT candidate program and to discover, evaluate and optimize other MDPs as potential MBT drug candidates.

Our Research Programs

Our research programs include clinical activities for our lead MBT candidate program, as well as operation of our platform technology related to discovery of new MDPs, investigational research to evaluate the therapeutic potential of certain discovered MDPs and engineering analogs of certain discovered MDPs to improve their characteristics as potential MBT drug development candidates. Depending on factors of capability, cost, efficiency and intellectual property rights we conduct our research programs independently at our laboratory facility, pursuant to contractual arrangements with CROs or under collaborative arrangements with academic institutions.

The success of our research programs and the timing of those programs and the possible development of research peptides into drug candidates is highly uncertain. As such, at this time, we cannot reasonably estimate or know the nature, timing or estimated costs of the efforts that will be necessary to complete research and development of a commercial drug. We are also unable to predict when, if ever, we will receive material net cash inflows from our operations. This is due to the numerous risks and uncertainties associated with developing medicines, including the uncertainty of:

- establishing an appropriate safety profile with toxicology studies;
- successfully designing, enrolling and completing clinical trials;
- receiving marketing approvals from applicable regulatory authorities;

- establishing commercial manufacturing capabilities or making arrangements with third-party manufacturers;
- obtaining and enforcing patent and trade secret protection for our product candidates;
- launching commercial sales of the products, if and when approved, whether alone or in collaboration with others; and
- maintaining an acceptable safety profile of the products following approval.

A change in the outcome of any of these variables with respect to the development of any of our product candidates would significantly change the costs and timing associated with the development of that product candidate.

Research and development activities are central to our business model. Most of our MBT drug target candidates are in early stages of investigational research. Candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later-stage clinical trials. We expect research and development costs to increase for the foreseeable future as our product candidate development programs progress. However, we do not believe that it is possible at this time to accurately project total program-specific expenses through commercialization. There are numerous factors associated with the successful commercialization of any of our product candidates, including future trial design and various regulatory requirements, many of which cannot be determined with accuracy at this time based on our stage of development. Additionally, future commercial and regulatory factors beyond our control will impact our clinical development programs and plans.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and other related costs, including stock-based compensation, for personnel in executive, finance and administrative functions. Other significant costs include legal fees relating to patent and corporate matters and fees for accounting and consulting services. We anticipate that our general and administrative expenses will remain relatively constant in the year ending December 31, 2019.

Results of Operations

The following tables set forth our results of operations for the periods presented. The year-to-year comparison of financial results is not necessarily indicative of financial results to be achieved in future periods.

	For The Years Ended December 31,		Change	
	2018	2017	$	%
Operating expenses:				
Research and development	$ 10,034,613	$ 6,675,080	$ 3,359,533	50%
General and administrative	5,299,717	3,184,166	2,115,551	66%
Total operating expenses	$ 15,334,330	$ 9,859,246	$ 5,475,084	56%

Comparison of Fiscal Years Ended December 31, 2018 and 2017

Operating Expenses

Research and development expenses were $10,034,613 in the year ended December 31, 2018 compared to $6,675,080 in the prior year, a $3,359,533 increase, or 50%. The increase in research and development expenses in the year ended December 31, 2018, was primarily due to incurring costs of $3,279,896 for our clinical activities and an increase of $1,699,219 in stock-based compensation primarily related to the vesting of stock options following the achievement of applicable performance conditions. These increases were partially offset by a decrease of $1,647,865 in costs related to IND-enabling and pre-clinical activities, the majority of which were incurred in the prior year. We expect our research and development expenses to increase in the future as we incur additional costs related to our clinical activities and continue our efforts to advance our lead MBT candidate program and to discover, evaluate and optimize other MDPs as potential MBT drug candidates.

General and administrative expenses were $5,299,717 in the year ended December 31, 2018 compared to $3,184,166 in the prior year, a $2,115,551 increase, or 66%. The increase was due to (i) a $986,289 increase in stock-based compensation related to the vesting of stock options upon achievement of an applicable performance condition, and costs associated with new grants made in fiscal year 2018; (ii) a $369,255 increase in salary expenses due to severance related costs in connection with the separation of our CEO in December 2018; (iii) a $321,250 increase in directors' fees due to the payments made to our new directors and the changes in compensation made during the year ended 2018; and (iv) a $255,971 increase in directors and officers insurance premiums. We expect our general and administrative expenses to remain relatively constant in the year ending December 31, 2019.

Liquidity and Capital Resources

As of December 31, 2018 and 2017, we had $5,722,342 and $2,823,450, respectively, in cash. We maintain our cash in a checking and a savings account on deposit with a banking institution in the United States. As of December 31, 2018, we had $16,460,426 invested in U.S. Treasury Bills and Certificates of Deposit. As of December 31, 2018, we had working capital and stockholders' equity of $20,281,189 and $17,962,618, respectively and incurred a net loss of $15,705,865.

Based on current budget assumptions, projected cash burn, and the cash and investments on hand as of December 31, 2018, we believe we have sufficient capital to meet our operating expenses and obligations for the next twelve months from the date of this filing. However, if unanticipated difficulties or circumstances arise, we may require additional capital sooner to support our operations. If we are unable to raise additional capital whenever necessary, we may be forced to decelerate or curtail our research and development activities and/or other operations until such time as additional capital becomes available. Such limitation of our activities would allow us to slow our rate of spending and extend our use of cash until additional capital is raised. There can be no assurance that such a plan will be successful. There is no assurance that additional financing will be available when needed or that we will be able to obtain such financing on reasonable terms.

Cash Flows from Operating Activities

Net cash used in operating activities for the years ended December 31, 2018 and 2017 was $10,130,380 and $7,634,943, respectively. Cash used in operations for the year ended December 31, 2018 was primarily due to our net loss of $15,705,865, which was partially offset by non-cash items of stock based-compensation, depreciation and amortization of the debt discount totaling $4,723,271, and an increase of $650,720 in accounts payable due to the timing of invoices received at the end of fourth quarter of 2018. Cash used in operations for the year ended December 31, 2017 was primarily due to our net loss of $9,833,152 which was offset by non-cash items of stock based-compensation, depreciation and amortization of the debt discount totaling $1,691,070, an increase of $388,721 in accounts payable due to the timing of invoices received at the end of the quarter.

Cash Flows from Investing Activities

Net cash used in investing activities for the years ended December 31, 2018 and 2017 was $11,292,492 and $236,737, respectively. The cash used in investing activities was due to the timing of the purchases of our investments in certificates of deposit and treasury bills as compared to the timing of the maturities of those investments and the purchases of property and equipment we made during year ended December 31, 2018. The cash used in investing activities for the year ended December 31, 2017, was due to the timing of the purchases of our investments in certificates of deposit and treasury bills as compared to the timing of the maturities of those investments.

Cash Flows from Financing Activities

Net cash provided by financing activities for the years ended December 31, 2018 and 2017 was $24,321,764 and $7,437,672, respectively. Cash provided by financing activities in the year ended December 31, 2018 was due to the receipt of net proceeds totaling $19,304,081 from the Controlled Equity Offering, $3,902,500 from the issuance of promissory notes and $1,173,106 from the exercise of warrants and stock options partially offset by $57,923 of debt issuance costs related to the promissory notes. Cash provided by financing activities in the year ended December 31, 2017 was primarily due to $5,026,181 in net proceeds received in a private placement financing completed during the year and the exercise of warrants and employee stock options of $2,616,751, which was partially offset by the repayment of a debt obligation to the Alzheimer's Drug Discovery Foundation of $205,260.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Inflation

Inflation did not have a material effect on our business, financial condition or results of operations in 2018 or 2017.

Operating Leases

We are a party to a lease agreement for laboratory space leased on a month-to month basis that is part of a shared facility in Menlo Park, California. In October 2017, we entered into a one-year lease agreement for office space in Fairfield, New Jersey at a cost of $13,080 per annum. In October 2018 we renewed our lease in Fairfield, New Jersey for an additional year at the same annual cost.

Rent expense amounted to $298,972 and $236,374 for the years ended December 31, 2018 and 2017, respectively.

Research Loan

In 2013, we were awarded a research loan from the Alzheimer's Drug Discovery Foundation ("ADDF") consisting of two promissory notes totaling $205,260. Through September 30, 2017, the interest rate on each note ranged from 3.25% to 4.0% per annum. The first installment on the notes matured on January 21, 2017 and was paid in March 2017. The second installment matured and was paid in full on September 12, 2017. In connection with the award we also issued to the Alzheimer's Drug Discovery Foundation a warrant to purchase 15,596 shares of the Company's common stock at an exercise price of $0.99 per share.

Recent Accounting Pronouncements

See Note 3 "Summary of Significant Account Policies – Recent Accounting Pronouncements" to our Financial Statements for the year ended December 31, 2018, for a summary of the relevant recent accounting pronouncements.

Other recent accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's financial statements upon adoption.

Critical Accounting Estimates

Our management's discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). U.S. GAAP requires us to make certain estimates and judgments that can affect the reported amounts of assets and liabilities as of the dates of the financial statements, the disclosure of contingencies as of the dates of the financial statements, and the reported amounts of revenue and expenses during the periods presented. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition and results of operations for future periods could be materially affected. See "Risk Factors" for certain matters that may affect our future financial condition or results of operations. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if the changes in estimate that are reasonably likely to occur could materially impact the financial statements. Our management has discussed the development, selection and disclosure of these estimates with the audit committee of our board of directors.

The following critical accounting estimates reflect significant judgments and estimates used in the preparation of our financial statements:

- Fair value of financial instruments
- Share-based payments
- Valuation of deferred tax assets

Fair Value of Financial Instruments

We measure the fair value of financial assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We utilize three levels of inputs that may be used to measure fair value:

- Level 1 – quoted prices in active markets for identical assets or liabilities
- Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable
- Level 3 – inputs that are unobservable (for example, cash flow modeling inputs based on assumptions)

The carrying amounts of cash, accounts payable, accrued liabilities and debt approximate fair value due to the short-term nature of these instruments.

Share-based Payments

We account for share-based payments using the fair value method. For employees and directors, the fair value of the award is measured on the grant date. For non-employees, fair value is generally measured based on the fair value of the services provided or the fair value of the common stock on the measurement date, whichever is more readily determinable and re-measured at the end of each financial reporting period until the service is complete. We have historically granted stock options at exercise prices no less than the fair market value as determined by the board of directors, with input from management.

See Note 3 "Summary of Significant Account Policies – Share-Based Payment" to our Financial Statements for the years ended December 31, 2018 and 2017 regarding the specific assumptions used with respect to stock-based compensation for the periods presented.

Valuation of deferred tax assets

We recognize deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts ("temporary differences") at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The benefit of tax positions taken or expected to be taken in income tax returns are recognized in the financial statements if such positions are more likely than not of being sustained. We have evaluated and concluded that there were no material uncertain tax positions requiring recognition in the Company's financial statements as of December 31, 2018 and 2017. The Company does not expect any significant changes in the unrecognized tax benefits within twelve months of the reporting date.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 8. Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
CohBar, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of CohBar, Inc. (the "Company") as of December 31, 2018 and 2017, the related statements of operations, changes in stockholders' equity and cash flows for each of the two years in the period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Marcum LLP

Marcum LLP

We have served as the Company's auditor since 2014.

New York, NY
March 18, 2019

CohBar, Inc.
Balance Sheets

	As of	
	December 31, 2018	**December 31, 2017**
ASSETS		
Current assets:		
Cash	$ 5,722,342	$ 2,823,450
Investments	16,460,426	5,629,009
Prepaid expenses and other current assets	260,630	164,274
Total current assets	22,443,398	8,616,733
Property and equipment, net	520,740	176,531
Intangible assets, net	20,233	23,051
Other assets	56,793	46,904
Total assets	$ 23,041,164	$ 8,863,219
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,142,735	$ 492,015
Accrued liabilities	351,813	249,158
Accrued payroll and other compensation	667,661	503,133
Total current liabilities	2,162,209	1,244,306
Notes payable, net of debt discount and offering costs of $986,163 and $0 as of December 31, 2018 and 2017, respectively	2,916,337	-
Total liabilities	5,078,546	1,244,306
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value, Authorized 5,000,000 shares; No shares issued and outstanding as of December 31, 2018 and 2017, respectively	-	-
Common stock, $0.001 par value, Authorized 75,000,000 shares; Issued and outstanding 42,578,208 shares as of December 31, 2018 and 39,439,505 as of December 31, 2017	42,578	39,440
Additional paid-in capital	57,868,593	31,822,161
Accumulated deficit	(39,948,553)	(24,242,688)
Total stockholders' equity	17,962,618	7,618,913
Total liabilities and stockholders' equity	$ 23,041,164	$ 8,863,219

The accompanying notes are an integral part of these financial statements

CohBar, Inc.
Statements of Operations

	For The Years Ended December 31,	
	2018	**2017**
Revenues	$ -	$ -
Operating expenses:		
Research and development	10,034,613	6,675,080
General and administrative	5,299,717	3,184,166
Total operating expenses	15,334,330	9,859,246
Operating loss	(15,334,330)	(9,859,246)
Other income (expense):		
Interest income	185,614	29,740
Interest expense	(231,999)	(3,587)
Amortization of debt discount and offering costs	(325,150)	(59)
Total other (expense) income	(371,535)	26,094
Net loss	$ (15,705,865)	$ (9,833,152)
Basic and diluted net loss per share	$ (0.38)	$ (0.26)
Weighted average common shares outstanding - basic and diluted	41,254,411	37,478,883

The accompanying notes are an integral part of these financial statements

CohBar, Inc.
Statements of Changes in Stockholders' Equity
For the Years Ended December 31, 2018 and 2017

	Common Stock			Accumulated	Total Stockholders'
	Number	Amount	APIC	Deficit	Equity
Balance, December 31, 2016	**34,807,881**	**$ 34,808**	**$ 23,072,702**	**$ (14,409,536)**	**$ 8,697,974**
Stock based compensation	-	-	1,633,485	-	1,633,485
Issuance of common stock	3,438,053	3,438	5,153,642	-	5,157,080
Deferred offering costs	-	-	(130,899)	-	(130,899)
Exercise of employee stock options	123,333	123	129,132	-	129,255
Exercise of IPO warrants	926,588	927	1,852,249	-	1,853,176
Exercise of warrants	143,650	144	111,850	-	111,994
Net loss	-	-	-	(9,833,152)	(9,833,152)
Balance, December 31, 2017	**39,439,505**	**$ 39,440**	**$ 31,822,161**	**$ (24,242,688)**	**$ 7,618,913**
Stock based compensation	-	-	4,318,993	-	4,318,993
Issuance of common stock	2,186,855	2,187	19,397,672	-	19,399,859
Offering costs	-	-	(95,778)	-	(95,778)
Debt discount on notes	-	-	1,253,390	-	1,253,390
Exercise of employee stock options	602,533	602	494,264	-	494,866
Exercise of warrants	349,315	349	677,891	-	678,240
Net loss	-	-	-	(15,705,865)	(15,705,865)
Balance, December 31, 2018	**42,578,208**	**$ 42,578**	**$ 57,868,593**	**$ (39,948,553)**	**$ 17,962,618**

The accompanying notes are an integral part of these financial statements

CohBar, Inc.
Statements of Cash Flows

	For The Years Ended December 31,	
	2018	**2017**
Cash flows from operating activities:		
Net loss	$ (15,705,865)	$ (9,833,152)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	79,128	57,526
Loss on disposal of property and equipment	1,084	-
Stock-based compensation	4,318,993	1,633,485
Amortization of debt discount	311,125	59
Amortization of debt issuance costs	14,025	-
Discount on investments	29,583	-
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	(96,356)	(53,452)
Accounts payable	650,720	388,721
Accrued liabilities	102,655	116,378
Accrued payroll and other compensation	164,528	55,492
Net cash used in operating activities	(10,130,380)	(7,634,943)
Cash flows from investing activities:		
Purchases of property and equipment	(423,342)	(3,253)
Patent costs	1,739	(23,343)
Payment for security deposit	(9,889)	(10,094)
Purchases of investments	(41,402,000)	(21,414,722)
Proceeds from redemptions of investments	30,541,000	21,214,675
Net cash used in investing activities	(11,292,492)	(236,737)
Cash flows from financing activities:		
Proceeds from notes payable	3,902,500	-
Debt issuance costs	(57,923)	-
Proceeds from the Controlled Equity Offering, net	19,304,081	-
Proceeds from exercise of warrants	678,240	2,487,496
Repayment of note payable	-	(205,260)
Proceeds from private offering, net	-	5,026,181
Proceeds from exercise of employee stock options	494,866	129,255
Net cash provided by financing activities	24,321,764	7,437,672
Net increase (decrease) in cash	2,898,892	(434,008)
Cash at beginning of period	2,823,450	3,257,458
Cash at end of period	$ 5,722,342	$ 2,823,450
Non-cash investing and financing activities:		
Warrants issued in connection with note payable	$ 1,253,390	$ -
Supplemental disclosure of cash flow information:		
Cash paid for:		
Income taxes	$ 1,508	$ 2,057
Interest	$ -	$ 29,007

The accompanying notes are an integral part of these financial statements

CohBar, Inc.
Notes to Financial Statements

Note 1 - Business Organization and Nature of Operations

CohBar, Inc. ("CohBar," "its" or the "Company") is a clinical stage biotechnology company and a leader in the research and development of mitochondria based therapeutics (MBTs), a novel and emerging class of therapeutics that have the potential to treat a wide range of diseases associated with aging and metabolic dysfunction, including non-alcoholic steatohepatitis (NASH), obesity, type 2 diabetes mellitus (T2D), cancer, atherosclerosis, cardiovascular disease and neurodegenerative diseases such as Alzheimer's disease.

The Company's primary activities include the research and development of its MBT pipeline, securing intellectual property protection for its discoveries and assets, managing collaborations with contract research organizations ("CROs") and academic institutions and raising capital. To date, the Company has not generated any revenues from operations and does not expect to generate any revenues in the near future. The Company has financed its operations primarily with proceeds from sales of its equity securities, private placements, the exercise of outstanding warrants and stock options and the issuance of debt instruments.

Note 2 – Liquidity and Management's Plans

As of December 31, 2018, the Company had a cash and investments balance of $22,182,768 and working capital and stockholders' equity of $20,281,189 and $17,962,618 respectively. During the year ended December 31, 2018, the Company incurred a net loss of $15,705,865. Based on current budget assumptions, projected cash burn, and the cash and investments on hand as of December 31, 2018, the Company believes it has sufficient capital to meet its operating expenses and obligations for the next twelve months from the date of this filing. However, if unanticipated difficulties or circumstances arise the Company may require additional capital sooner to support its operations. If the Company is unable to raise additional capital whenever necessary, it may be forced to decelerate or curtail its research and development activities and/or other operations until such time as additional capital becomes available. There can be no assurance that such a plan will be successful. There is no assurance that additional financing will be available when needed or that the Company will be able to obtain such financing on reasonable terms.

Note 3 - Summary of Significant Accounting Policies

Basis of Presentation

All amounts are presented in U.S. Dollars.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at dates of the financial statements and the reported amounts of revenue and expenses during the periods. Actual results could differ from these estimates. The Company's significant estimates and assumptions include the fair value of financial instruments, stock-based compensation and the valuation allowance relating to the Company's deferred tax assets.

Concentrations of Credit Risk

The Company maintains deposits in a financial institution which is insured by the Federal Deposit Insurance Corporation ("FDIC"). At various times, the Company has deposits in this financial institution in excess of the amount insured by the FDIC. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk.

Note 3 - Summary of Significant Accounting Policies (continued)

Investments

Investments consist of U.S. Treasury Bills of $14,339,630, which are classified as held-to-maturity, and Certificates of Deposit of $2,120,796. The Company determines the appropriate balance sheet classification of its investments at the time of purchase and evaluates the classification at each balance sheet date. All of the Company's U.S. Treasury Bills and Certificates of Deposit mature within the next twelve months. Unrealized gains and losses are *de minimus*. As of December 31, 2018, the carrying value of the Company's U.S. Treasury Bills approximates their fair value due to their short-term maturities.

Capitalization of Patent Costs

The Company capitalizes the costs of its patents which consists of legal and filing fees related to the prosecution of patent filings. The patents will be amortized using the straight-line method over the estimated remaining lives of the patents which is 20 years from the initial filing of the patent. Amortization for the year ended December 31, 2018 was $1,079.

Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. As of December 31, 2018 and 2017, the Company did not have any cash equivalents.

Property and Equipment, net

Property and equipment are stated at cost less accumulated depreciation. Depreciation of computer and lab equipment is computed by use of the straight-line method based on the estimated useful lives of the assets, which range from three to five years. Expenditures for maintenance and repairs that do not improve or extend the expected lives of the assets are expensed to operations, while expenditures for major upgrades to existing items are capitalized. Upon retirement or other disposition of these assets, the costs and accumulated depreciation are removed from the accounts and resulting gains or losses are reflected in the results of operations.

Fair Value of Financial Instruments

The Company measures the fair value of financial assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company utilizes three levels of inputs that may be used to measure fair value:

Level 1 - quoted prices in active markets for identical assets or liabilities
Level 2 - quoted prices for similar assets and liabilities in active markets or inputs that are observable
Level 3 - inputs that are unobservable (for example, cash flow modeling inputs based on assumptions)

The carrying amounts of cash, investments and accounts payable approximate fair value due to the short-term nature of these instruments. The amount of debt included in the accompanying balance sheets approximates its fair value because the interest rate of the notes approximates the current market interest rate.

Note 3 - Summary of Significant Accounting Policies (continued)

Common Stock Purchase Warrants

The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) provides the Company with a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement) providing that such contracts are indexed to the Company's own stock. The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net cash settle the contract if an event occurs and if that event is outside the Company's control), or (ii) gives the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). The Company assesses classification of its common stock purchase warrants and other free-standing derivatives at each reporting date to determine whether a change in classification between assets, liabilities and equity is required. The Company's free-standing derivatives consist of warrants to purchase common stock that were issued in connection with its notes payable and private offering. The Company evaluated these warrants to assess their proper classification using the applicable criteria enumerated under U.S. GAAP and determined that the common stock purchase warrants meet the criteria for equity classification in the accompanying balance sheets as of December 31, 2018 and 2017.

Income Taxes

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of items that have been included or excluded in the financial statements or tax returns. Deferred tax assets and liabilities are determined on the basis of the difference between the tax basis of assets and liabilities and their respective financial reporting amounts ("temporary differences") at enacted tax rates in effect for the years in which the temporary differences are expected to reverse.

The benefit of tax positions taken or expected to be taken in income tax returns are recognized in the financial statements if such positions are more likely than not of being sustained. Management has evaluated and concluded that there were no material uncertain tax positions requiring recognition in the Company's financial statements as of December 31, 2018 and 2017. The Company does not expect any significant changes in the unrecognized tax benefits within twelve months of the reporting date.

The Company classifies interest expense and any related penalties related to income tax uncertainties as a component of income tax expense. No interest or penalties have been recognized during the years ended December 31, 2018 and 2017.

Research and Development Expenses

The Company expenses all research and development expenses as incurred. These costs include payroll, employee benefits, supplies, contracted for lab services, depreciation and other personnel-related costs associated with product development.

Share-Based Payment

The Company accounts for share-based payments using the fair value method. For employees and directors, the fair value of the award is measured, as discussed below, on the grant date. For non-employees, fair value is generally valued based on the fair value of the services provided or the fair value of the equity instruments on the measurement date, whichever is more readily determinable and re-measured on each financial reporting date until the service is complete. The Company has granted stock options at exercise prices equal to the higher of (i) the closing price of the Company's common stock as reported by Nasdaq, (ii) the closing price of the Company's common stock as reported by the TSX Venture Exchange or (iii) the closing price of the Company's common stock as reported on the OTCQX marketplace as determined by the board of directors, with input from management on the date of grant. Upon exercise of an option or warrant, the Company issues new shares of common stock out of its authorized shares.

Note 3 - Summary of Significant Accounting Policies (continued)

The weighted-average fair value of options and warrants has been estimated on the grant date or measurement date using the Black-Scholes pricing model. The fair value of each instrument is estimated on the grant date or measurement date utilizing certain assumptions for a risk-free interest rate, volatility and expected remaining lives of the awards. The risk-free interest rate used is the United States Treasury rate for the day of the grant having a term equal to the life of the equity instrument. Since the Company has a limited history of being publicly traded, the fair value of stock-based payment awards issued was estimated using a volatility derived from an index of comparable entities. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if factors change and the Company uses different assumptions, the Company's stock-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. In estimating the Company's forfeiture rate, the Company analyzed its historical forfeiture rate, the remaining lives of unvested options, and the number of vested options as a percentage of total options outstanding. If the Company's actual forfeiture rate is materially different from its estimate, or if the Company reevaluates the forfeiture rate in the future, the stock-based compensation expense could be significantly different from what the Company has recorded in the current period.

The weighted-average Black-Scholes assumptions are as follows:

	For the Years Ended December 31,	
	2018	**2017**
Expected life	4 years	7 years
Risk free interest rate	2.62%	2.23%
Expected volatility	84%	80%
Expected dividend yield	0%	0%
Forfeiture rate	0%	0%

As of December 31, 2018, total unrecognized stock compensation expense was $4,103,258, which will be recognized as those options vest over a period of approximately four years. The amount of future stock option compensation expense could be affected by any future option grants or by any option holders leaving the Company before their grants are fully vested.

Net Loss Per Share of Common Stock

Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted net earnings per share reflects the potential dilution that could occur if securities or other instruments to issue common stock were exercised or converted into common stock. Potentially dilutive securities are excluded from the computation of diluted net loss per share as their inclusion would be anti-dilutive and consist of the following:

Note 3 - Summary of Significant Accounting Policies (continued)

	As of December 31,	
	2018	2017
Options	5,488,282	5,691,414
Warrants	4,964,205	4,533,020
Totals	10,452,487	10,224,434

Recent Accounting Pronouncements

In June 2018, the FASB issued ASU No. 2018-07, Compensation-Stock Compensation (Topic 718): *Improvements to Nonemployee Share-Based Payment Accounting (*"ASU 2018-07"*)*, which primarily aligns the measurement and classification guidance for share-based payments to nonemployees with the guidance for share-based payments to employees. ASU 2018-07 also clarifies that any share-based payment issued to a customer should be evaluated under ASC 606, *Revenue from Contracts with Customers*. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company adopted ASU 2018-07 during the three months ended September 30, 2018. The adoption of ASU 2018-07 did not have a material impact on the financial statements contained herein.

In July 2018, the FASB issued ASU No. 2018-09, "Codification Improvements" ("ASU 2018-09"). These amendments provide clarifications and corrections to certain ASC subtopics including, but not limited to, the following: *Income Statement - Reporting Comprehensive Income – Overall* (Topic 220-10), *Debt - Modifications and Extinguishments* (Topic 470-50), *Distinguishing Liabilities from Equity – Overall* (Topic 480-10), *Compensation - Stock Compensation - Income Taxes* (Topic 718-740) and *Fair Value Measurement – Overall* (Topic 820-10). The majority of the amendments in ASU 2018-09 will be effective in annual periods beginning after December 15, 2018. The Company is currently evaluating the impact this guidance will have on its financial statements.

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting, which clarifies what constitutes a modification of a share-based payment award. The ASU is intended to provide clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Topic 718 to a change to the terms or conditions of a share-based payment award. ASU 2017-09 is effective for public entities for annual periods beginning after December 15, 2017, and interim periods within those fiscal years. The adoption of ASU 2017-09 did not have a material impact on the financial statements contained herein.

Note 4 - Property and Equipment

Property and equipment consist of the following:

	As of December 31,	
	2018	2017
Lab equipment	$ 727,450	$ 309,007
Computer and equipment	23,191	20,123
Total property and equipment	$ 750,641	$ 329,130
Less: accumulated depreciation	(229,901)	(152,599)
Total property and equipment, net	$ 520,740	$ 176,531

Note 4 - Property and Equipment (continued)

Depreciation expense related to property and equipment for the years ended December 31, 2018 and 2017 was $78,049 and $57,234, respectively. During the year ended December 31, 2017, the Company wrote off fully depreciated assets and adjusted the carrying value of the assets and accumulated depreciation by $8,891, respectively.

Note 5 – Intangible Assets

Intangible assets consist of the following:

	As of December 31,	
	2018	**2017**
Intangible assets: patents	$ 21,604	$ 23,343
Less: amortization	(1,371)	(292)
Total intangible assets, net	$ 20,233	$ 23,051

Amortization expense for the years ended December 31, 2018 and 2017 was $1,079 and $292, respectively.

Note 6 – Accrued Liabilities

Accrued liabilities consist of the following:

	As of December 31,	
	2018	**2017**
Lab services & supplies	$ 7,786	$ 11,477
Professional fees	106,478	235,181
Consultant fees	3,750	2,500
Interest	231,999	-
Other	1,800	-
Total accrued liabilities	$ 351,813	$ 249,158

Note 7 - Notes Payable

During the year ended December 31, 2018, the Company entered into Note and Warrant Purchase Agreements (the "Purchase Agreements") with certain accredited investors (the "Investors") pursuant to which the Company issued to the Investors $3,902,500 aggregate principal amount of its 8% Unsecured Promissory Notes due in March 2021 (the "Notes"). The Notes were issued together with warrants to purchase up to an aggregate of 780,500 shares of the Company's common stock. Notes in the aggregate amount of $532,500 were purchased by officers and directors of the Company. The warrants are exercisable any time prior to March 29, 2021. The Company determined the fair value of the warrants issued using the Black-Scholes pricing model with the following assumptions:

Note 7 - Notes Payable (continued)

	For The Year Ended December 31, 2018
Expected life	3 years
Risk free interest rate	2.39% - 2.51%
Expected volatility	68.85% - 68.89%
Expected dividend yield	0%
Forfeiture rate	0%

The fair value of the warrants was $1,253,390. The Company also incurred costs of $57,923 to issue the debt, which offset the carrying value of the Notes. During the twelve months ended December 31, 2018, the Company amortized $325,150 of the debt discount and issuance costs leaving a net Notes payable balance at December 31, 2018 of $2,916,337.

In 2013, the Company was awarded a grant from the Alzheimer's Drug Discovery Foundation consisting of two promissory notes totaling $205,260. The notes had original terms of four years and were paid in full in 2017.

Note 8 - Commitments and Contingencies

Litigations, Claims and Assessments

The Company may from time to time be a party to litigation and subject to claims incident to the ordinary course of business. As the Company grows and gains prominence in the marketplace it may become a party to an increasing number of litigation matters and claims. The outcome of litigation and claims cannot be predicted with certainty, and the resolution of these matters could materially affect the Company's future results of operations, cash flows or financial position. The Company is not currently a party to any legal proceedings.

Licensing Agreements

The Company is a party to an Exclusive License Agreement (the "2011 Exclusive Agreement") with the Regents of the University of California ("the Regents" or "Licensors") which remains in effect for the life of the last-to-expire patent or last to be abandoned patent application, whichever is later. The Company agreed to pay the Licensors specified development milestone payments aggregating up to $765,000 for the first product sold under the license. Milestone payments for additional products developed and sold under the license are reduced by 50%. The Company is also required to pay annual maintenance fees to the Licensors. Aggregate maintenance fees for the first five years following execution of the agreement are $80,000. Thereafter, the Company is required to pay maintenance fees of $50,000 annually until the first sale of a licensed product. In addition, for the duration of the 2011 Exclusive Agreement, the Company is required to pay the Licensors royalties equal to 2% of its worldwide net sales of drugs, therapies or other products developed from claims covered by the licensed patents, subject to a minimum royalty payment of $75,000 annually, beginning after the first commercial sale of a licensed product. The Company is required to pay royalties ranging from 8% of worldwide sublicense sales of covered products (if the sublicense is entered after commencement of phase II clinical trials to 12% of worldwide sublicense sales (if the sublicense is entered prior to commencement of phase I clinical trials). The agreement also requires the Company to meet certain diligence and development milestones, including filing of an Investigational New Drug ("IND") Application for a product covered by the agreement on or before the seventh anniversary of the agreement date. In November 2018, the Regents accepted the Company's payment for an additional year of license maintenance. Through December 31, 2018, no royalties have been incurred under the agreement. All maintenance fees due and payable as of that date have been paid.

Note 8 - Commitments and Contingencies (continued)

The Company is also a party to an Exclusive License Agreement (the "2013 Exclusive Agreement") with the Regents whereby the Regents granted to the Company an exclusive license for the use of certain other patents. The 2013 Exclusive Agreement remains in effect for the life of the last-to-expire patent or last to be abandoned patent application, whichever is later. The Company paid the Regents an initial license issue fee of $10,000 for these other patents, which was charged to General and Administrative expense, as incurred. The Company is also required to pay annual maintenance fees to the Licensors. Aggregate maintenance fees for the first three years following execution of the agreement are $7,500. Thereafter, the Company is required to pay maintenance fees of $5,000 annually until the first sale of a licensed product. The Company agreed to pay the Regents specified development milestone payments aggregating up to $765,000 for the first product sold under the 2013 Exclusive Agreement. Milestone payments for additional products developed and sold under the 2013 Exclusive Agreement are reduced by 50%. In addition, for the duration of the 2013 Exclusive Agreement, the Company is required to pay the Regents royalties equal to 2% of the Company's worldwide net sales of drugs, therapies or other products developed from claims covered by the licensed patent, subject to a minimum royalty payment of $75,000 annually, beginning after the first commercial sale of a licensed product. The Company is required to pay the Regents royalties ranging from 8% of worldwide sublicense sales of covered products (if the sublicense is entered after commencement of phase II clinical trials to 12% of worldwide sublicense sales (if the sublicense is entered prior to commencement of phase I clinical trials). The agreement also requires the Company to meet certain diligence and development milestones, including filing of an IND Application for a product covered by the agreement on or before the seventh anniversary of the agreement date. Through December 31, 2018, no royalties have been incurred under the agreement. All maintenance fees due and payable as of that date have been paid.

Operating Leases

The Company is a party to a lease agreement for laboratory space leased on a month-to month basis that is part of a shared facility in Menlo Park, California. In October 2017, the Company entered into a one-year lease agreement for office space in Fairfield, New Jersey at a cost of $13,080 per annum. In October 2018, the Company renewed its lease in Fairfield, New Jersey for an additional year at the same annual cost.

Rent expense amounted to $298,972 and $236,374 for the years ended December 31, 2018 and 2017, respectively.

Note 9 - Income Taxes

The tax effects of temporary differences that give rise to deferred tax assets are as follows:

	As of December 31,	
	2018	2017
Current:		
Accrued expenses	$ 168,068	$ 23,595
Stock compensation	632,254	359,364
Net operating loss carryforward	8,949,957	5,656,895
Research and development credit carry forward	488,942	417,882
Total deferred tax assets	10,239,221	6,457,736
Valuation allowance	(10,239,221)	(6,457,736)
Deferred tax asset, net of valuation allowance	$ -	$ -

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate is as follows:

	For the Years Ended December 31,	
	2018	2017
U.S. statutory federal rate	(21.0)%	(34.0)%
State income taxes, net of federal tax	(7.0)%	(5.4)%
Federal tax rate change	-%	28.3%
Permanent differences	5.4%	2.2%
Prior year true-ups	0.2%	0.4%
R&D tax credit	(0.5)%	(0.8)%
Change in valuation allowance	22.9%	9.3%
Income tax provision (benefit)	-%	-%

Note 9 - Income Taxes (continued)

The income tax provision consists of the following:

	For the Years Ended December 31,	
	2018	2017
Federal		
Current	$ -	$ -
Deferred	(2,837,776)	(718,326)
State and local		
Current	-	-
Deferred	(943,709)	(199,571)
Change in valuation allowance	3,781,485	917,897
Income tax provision (benefit)	$ -	$ -

The Company assesses the likelihood that deferred tax assets will be realized. To the extent that realization is not more-likely-than-not, a valuation allowance is established. Based upon the Company's losses since inception, management believes that it is more-likely-than-not that future benefits of deferred tax assets will not be realized. Therefore, the Company established a full valuation allowance as of December 31, 2018 and 2017. As of December 31, 2018 and 2017, the change in valuation allowance was $3,781,485 and $917,897, respectively.

The Company files income tax returns in the U.S. federal jurisdiction and various state jurisdictions, principally California and New Jersey. The Company is subject to examination by the various taxing authorities. The Company's federal and state income tax returns for tax years beginning in 2014 remain subject to examination.

At December 31, 2018 and 2017, the Company had approximately $32,000,000 and $21,000,000, respectively, of federal and state net operating loss carryovers that may be available to offset future taxable income. The Company's 2017 and prior federal and state net operating loss carry forwards, if not utilized, will begin to expire from 2029 to 2038. Beginning with 2018, and for subsequent years, the Company's NOLs will have indefinite lives for federal tax purposes. In accordance with Section 382 of the Internal Revenue Code, the usage of the Company's net operating loss carryforward could be limited in the event of a change in ownership. At this time, the Company has not completed a full study to assess whether an ownership change under Section 382 of the Code occurred due to the costs and complexities associated with such a study.

On December 22, 2017, new legislation was signed into law, informally titled the Tax Cuts and Jobs Act, which included, among other things, a provision to reduce the federal corporate income tax rate to 21%. Under ASC 740, Accounting for Income Taxes, the enactment of the Tax Act also requires companies, to recognize the effects of changes in tax laws and rates on deferred tax assets and liabilities and the retroactive effects of changes in tax laws in the period in which the new legislation is enacted. There is no further change to its assertion on maintaining a full valuation allowance against its U.S. deferred tax assets. The Company's gross deferred tax assets have been revalued from 34% to 21% with a corresponding offset to the valuation allowance and any potential other taxes arising due to the Tax Act will result in reductions to its net operating loss carryforward and valuation allowance. As of December 31, 2017, deferred tax assets of approximately $9,200,000 were revalued to approximately $6,500,000 with a corresponding decrease to the Company's valuation allowance. Therefore, there was no net impact on the Company's financial statements for the year ended December 31, 2017.

Note 10 - Stockholders' Equity

Authorized Capital

The Company has authorized the issuance and sale of up to 80,000,000 shares of stock, consisting of 75,000,000 shares of common stock having a par value of $0.001 and 5,000,000 shares of Preferred Stock having a par value of $0.001 per share. As of December 31, 2018, and 2017, there were no shares of Preferred Stock outstanding and there were no declared but unpaid dividends or undeclared dividend arrearages on any shares of the Company's capital stock.

Controlled Equity Offering

During the year ended December 31, 2018, the Company entered into a Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. as sales agent. The Company issued 2,186,855 shares of its common stock under the Controlled Equity Offering program for proceeds of $19,304,081, net of commissions and professional fees of $95,778.

Private Offering

During the year ended December 31, 2017, the Company completed a private offering for total net proceeds of approximately $5,026,181 ("Private Offering"). The Company issued an aggregate of 3,438,053 units at a price of $1.50 per unit, of which 289,334 units were sold to officers and directors. Each unit consists of one share of the Company's common stock and one common stock purchase warrant (see "Warrants"). Each warrant can be exercised at any time prior to June 30, 2020 for the purchase of one share of the Company's common stock at an exercise price of $2.25.

Stock Options

The Company has an incentive stock plan, the Amended and Restated 2011 Equity Incentive Plan, as amended (the "2011 Plan"), and has granted stock options to employees, non-employee directors and consultants from the 2011 Plan. Options granted under the 2011 Plan may be Incentive Stock Options or Non-statutory Stock Options, as determined by the Administrator at the time of grant. On June 19, 2018, the Company's stockholders approved an amendment to the 2011 Plan previously adopted by the Company's board of directors on April 20, 2018 (the "2018 Amendment"). The 2018 Amendment increased the number of shares authorized for issuance under the 2011 Plan to a total of 10,000,000. As of December 31, 2018, there were 3,775,852 shares remaining available for issuance under the 2011 Plan.

Note 10 - Stockholders' Equity (continued)

During the year ended December 31, 2018, the Company granted stock options to employees to purchase 860,000 shares of the Company's common stock at an exercise prices that ranged between $3.57 to $8.86 per share. The options have terms of ten years. The stock options have an aggregate grant date fair value of $3,337,752.

Due to the commencement of the clinical study during the quarter ended September 30, 2018, stock options to purchase 726,000 shares of the Company's common stock granted to its employees in January 2017 met the performance conditions applicable to such options and began vesting. Upon certification of achievement of the performance condition by the compensation committee of the Company's board of directors on July 18, 2018, 50% of the options became vested. The remaining shares subject to the stock options will vest over a period of 24 months subject to the continuous service of the applicable optionee. The stock options have an exercise price of $2.40 and an aggregate grant date fair value of $2,759,453.

During the year ended December 31, 2018, 602,533 stock options were exercised for cash proceeds of $494,866 and the Company cancelled 460,599 stock options.

During the year ended December 31, 2017, the Company granted stock options to two consultants to purchase a total of 85,000 shares of the Company's common stock. The stock options have an exercise price of $2.02 per share, are exercisable during a ten-year term, are subject to vesting over periods of three and four years and have an aggregate measurement date fair value of $269,416.

During the year ended December 31, 2017, the Company granted stock options to employees to purchase 1,031,000 shares of the Company's common stock at an exercise price of $2.40 per share. The options have terms of ten years. Of the 1,031,000 stock options granted, 300,000 are subject to vesting based on continuous service over periods between zero and four years from the date of grant. The balance of the grants, comprising stock options to purchase an aggregate of 731,000 shares, have performance-based vesting conditions and will be valued at the time the milestones are reached. The stock options have an aggregate grant date fair value of $528,580.

During the year ended December 31, 2017, the Company granted stock options to a new member of its Board of Directors to purchase 200,000 shares of the Company's common stock. The stock options have an exercise price of $4.60 per share, are exercisable during a ten-year term, are subject to vesting over four years and have an aggregate grant date fair value of $719,360.

During the year ended December 31, 2017, 123,333 stock options were exercised for cash proceeds of $129,255 and the Company cancelled 153,750 stock options.

The Company recorded stock-based compensation as follows:

	For the Years Ended December 31,	
	2018	**2017**
Research and development	$ 2,583,251	$ 884,032
General and administrative	1,735,742	749,453
Total	$ 4,318,993	$ 1,633,485

Note 10 - Stockholders' Equity (continued)

The following table represents stock option activity for the years ended December 31, 2018 and 2017:

	Stock Options		Weighted Average Exercise Price		Fair Value	Contractual	Aggregate
	Outstanding	Exercisable	Outstanding	Exercisable	Vested	Life (Years)	Intrinsic Value
Balance – December 31, 2016	4,652,497	1,908,883	$ 0.92	$ 0.41	$ 0.41	8.24	$ -
Granted	1,316,000	-	-	-	-	-	-
Exercised	(123,333)	-	-	-	-	-	-
Cancelled	(153,750)	-	-	-	-	-	-
Balance – December 31, 2017	5,691,414	3,124,941	$ 1.16	$ 0.73	$ 0.73	6.87	$ -
Granted	860,000	-	-	-	-	-	-
Exercised	(602,533)	-	-	-	-	-	-
Cancelled	(460,599)	-	-	-	-	-	-
Balance – December 31, 2018	5,488,282	4,384,294	$ 2.10	$ 1.32	$ 1.32	5.80	$ 8,437,330

The following table summarizes information on stock options outstanding and exercisable as of December 31, 2018:

Grant Price		Weighted Average	Total	Number	Weighted Average Remaining
From	To	Exercise Price	Outstanding	Exercisable	Contractual Term
$ 0.05	$ 2.02	$ 0.90	3,533,282	3,432,344	6.21 years
$ 2.40	$ 4.60	$ 2.87	1,202,000	627,208	8.38 years
$ 5.30	$ 8.86	$ 6.52	753,000	324,742	9.35 years
		Totals	**5,488,282**	**4,384,294**	

Warrants

During the year ended December 31, 2018, warrants to purchase up to an aggregate of 780,500 shares of the Company's common stock were issued in the Company's Notes offering. The Warrants had a fair value of $1,253,390 (see Note 7 "Notes Payable").

During the year ended December 31, 2018, warrants to purchase 349,315 shares of the Company's common stock were exercised for aggregate cash proceeds of $678,240.

In January 2017, a total of 926,588 common stock purchase warrants were exercised for aggregate cash proceeds of $1,853,176. Additional proceeds in the amount of $522,326 were received in January 2017 from warrants exercised in December 2016. During the year ended December 31, 2017, unexercised warrants to purchase 4,695,846 shares of common stock expired.

During the year ended December 31, 2017, an additional 143,650 warrants were exercised for aggregate cash proceeds of $111,994.

During the year ended December 31, 2017, the Company issued warrants to two consultants. The warrants are exercisable any time prior to August 7, 2022 for the purchase of an aggregate of 180,000 shares of common stock at an exercise price of $1.99 per share.

Note 10 - Stockholders' Equity (continued)

The following table represents warrant activity for the years ended December 31, 2018 and 2017:

	Warrants		Weighted Average Exercise Price		Weighted Average Fair Value	Contractual	Aggregate
	Outstanding	Exercisable	Outstanding	Exercisable	Vested	Life (Years)	Intrinsic Value
Balance – December 31, 2016	6,681,051	6,618,551	$ 1.74	$ 1.74	$ 0.41	0.98	$ -
Granted	3,618,053	-	-	-	-	-	-
Exercised	(1,070,238)	-	-	-	-	-	-
Cancelled	(4,695,846)	-	-	-	-	-	-
Balance – December 31, 2017	4,533,020	4,517,395	$ 1.85	$ 1.85	$ 1.00	3.21	$ -
Granted	780,500	-	-	-	-	-	-
Exercised	(349,315)	-	-	-	-	-	-
Cancelled	-	-	-	-	-	-	-
Balance – December 31, 2018	4,964,205	4,964,205	$ 2.39	$ 2.39	$ 1.14	2.27	$ 5,304,835

Note 11 - Related Party Transactions

Two of the Company's Directors provide consulting, scientific and research and advisory services to the Company. During the fourth quarter of the year ended December 31, 2017, the Company modified the compensation terms under the agreements to compensate Dr. Cohen and Dr. Barzilai for their ongoing consulting, scientific and research and advisory services at an annual rate of $20,000 per individual. In addition, both Dr. Barzilai and Dr. Cohen would receive a fee for serving on the Company's Board of Directors. During the second quarter of the year ended December 31, 2018, the Company modified the compensation terms to pay each Director board fees only. During the years ended December 31, 2018 and 2017, consulting and board fees paid to each Director totaled $58,334 and $46,500, respectively. As of December 31, 2018, and 2017, no amounts were owed to either Director.

Note 12 - Subsequent Events

Management has evaluated subsequent events to determine if events or transactions occurring through the date on which the financial statements were issued require adjustment or disclosure in the Company's financial statements.

Subsequent to December 31, 2018, a total of 100,258 stock options and warrants were exercised for cash proceeds of $135,399.90.

Subsequent to December 31, 2018, the Company granted stock options to purchase a total of 200,000 shares of the Company's common stock with an exercise price of $3.15 per share. The stock options have terms of ten years and are subject to vesting based on continuous service of the awardee over a four-year period.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

An evaluation was conducted under the supervision and with the participation of our management, including Philippe Calais, our Interim Chief Executive Officer, and Jeff Biunno, our Chief Financial Officer (collectively, the "Certifying Officers"), of the effectiveness of our disclosure controls and procedures as of December 31, 2018, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). Based on that evaluation, our management concluded that, during the period covered by this annual report, our disclosure controls and procedures was effective.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) and 15(d)-15(f) under the Exchange Act. This rule defines internal control over financial reporting as a process designed by, or under the supervision of, Certifying Officers, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management's Assessment

Our management, including our Interim Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting based on the criteria established in Internal Control - Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission. During the fourth quarter of 2017 we hired additional qualified financial staff and implemented procedures to segregate duties to ensure that journal entries and account reconciliations are reviewed by someone other than the preparer. Additional procedures have been implemented to further strengthen our controls over financial reporting. Therefore, the Interim Chief Executive Officer and Chief Financial Officer have concluded that as of December 31, 2018, our internal control over financial reporting was effective.

We have limited capital resources and have given priority in the use of those resources to our research and development efforts. If we are unable to maintain effective internal control over financial reporting, we may not be able to report our financial results accurately, prevent fraud or file our periodic reports in a timely manner. We continue to evaluate the effectiveness of our internal controls and procedures on an on-going basis. As our operations continue to grow and become more complex, we intend to hire additional personnel in financial reporting and other areas.

Auditor Attestation

This Annual Report on Form 10-K does not include an attestation of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to applicable rules of the Securities and Exchange Commission.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item will be set forth under the captions Election of Directors, Section 16(a) Beneficial Ownership Reporting Compliance, Executive Officers, Information Concerning the Board of Directors and Code of Ethics in our definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed with the SEC by April 30, 2019 ("Proxy Statement"). If the Proxy Statement is not filed with the SEC by April 30, 2019, such information will be included in an amendment to this Annual Report on Form 10-K filed by April 30, 2019.

Item 11. Executive Compensation

The information required by this item will be set forth under the captions Executive Compensation and Director Compensation in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders to be filed with the SEC by April 30, 2019. If the Proxy Statement is not filed with the SEC by April 30, 2019, such information will be included in an amendment to this Annual Report on Form 10-K filed by April 30, 2019.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Equity Compensation Plan Information

The following table provides information about our equity compensation plan as of December 31, 2018:

Plan Category	Number of securities to be issued upon exercise of options warrants and rights (a)	Weighted-average exercise price of outstanding options warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	5,488,282	$ 2.10	3,775,852
Equity compensation plans not approved by stockholders	4,964,205[1]	$ 2.39	-
Total	10,452,487	$ 0.65	3,775,852

(1) Consists of warrants issued to our Chief Operating Officer pursuant to an employment agreement, two consultants pursuant to consulting agreements, warrants issued in 2014 related to a bridge loan, warrants issued to the ADDF for the 2013 grant, warrants issued in 2017 from our private placement and warrants issued in 2018 from our promissory note offering.

Beneficial Ownership

The information required by this item is included under the caption Security Ownership of Certain Beneficial Owners and Management in our definitive Proxy Statement for our 2018 Annual Meeting of Shareholders to be filed with the SEC by April 30, 2019. If the Proxy Statement is not filed with the SEC by April 30, 2019, such information will be included in an amendment to this Annual Report on Form 10-K filed by April 30, 2019.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is included under the caption Information Concerning the Board of Directors in our definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed with the SEC by April 30, 2019 ("Proxy Statement"). If the Proxy Statement is not filed with the SEC by April 30, 2019, such information will be included in an amendment to this Annual Report on Form 10-K filed by April 30, 2019.

Item 14. Principal Accounting Fees and Services

The information required by this item is included under the caption Ratification of Appointment of Registered Independent Public Accounting Firm in our definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed with the SEC by April 30, 2019. If the Proxy Statement is not filed with the SEC by April 30, 2019, such information will be included in an amendment to this Annual Report on Form 10-K filed by April 30, 2019.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The financial statements, together with the report thereon of Marcum LLP, are included on the pages indicated below:

Financial Statements and Schedules

Financial statement schedules have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

Exhibits

The following exhibits are filed herewith and this list is intended to constitute the exhibit index.

Exhibit No.	Description
3.1	Third Amended and Restated Articles of Incorporation - Incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K, as filed with the Commission on January 8, 2015.
3.2	Amended and Restated Bylaws - Incorporated by reference to Exhibit 3.2 of our Current Report on Form 8-K, as filed with the Commission on January 8, 2015.
10.1*	Amended and Restated 2011 Equity Incentive Plan - Incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, as filed with the Commission on January 8, 2015.
10.2*	First Amendment to Amended and Restated 2011 Equity Incentive Plan - Incorporated by reference to Exhibit 10.1 of our Quarterly Report on Form 10-Q, as filed with the Commission on August 24, 2017.
10.3*	Second Amendment to Amended and Restated 2011 Equity Incentive Plan – Incorporated by reference to Exhibit 99.4 to our Registration Statement on Form S-8 (File No. 333-226434) as filed with the Commission on July 30, 2018.
10.4*	Form of Option Agreement under the 2011 Equity Incentive Plan -- Incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.5	Exclusive License Agreement, dated August 6, 2013, between CohBar, Inc. and the Regents of the University of California - Incorporated by reference to Exhibit 10.4 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.6	Exclusive License Agreement, dated November 3, 2011, between and among CohBar, Inc. and the Regents of the University of California, and Albert Einstein College of Medicine of Yeshiva University - Incorporated by reference to Exhibit 10.5 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.7*	Form of Indemnification Agreement - Incorporated by reference to Exhibit 10.6 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.8*	Common Stock Purchase Warrant, dated April 11, 2014, issued to Jon Stern - Incorporated by reference to Exhibit 10.7 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.9	Form of Common Stock Purchase Warrants issued July 2017 - Incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K as filed with the Commission on July 18, 2017.
10.10	Form of Nontransferable Common Stock Purchase Warrants issued March and April 2018 – Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K as field with the Commission on May 4, 2018.
10.11	Form of 8% Unsecured Promissory Note Due 2021 issued March and April 2018 - Incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K as field with the Commission on May 4, 2018.
10.12*	Executive Employment Agreement, dated April 11, 2014, between CohBar, Inc. and Jon Stern - Incorporated by reference to Exhibit 10.11 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November

10, 2014.

10.13*	Executive Employment Agreement, dated November 27, 2013, between CohBar, Inc. and Jeffrey F. Biunno - Incorporated by reference to Exhibit 10.12 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.14*	Amendment, dated as of July 11, 2016, to Executive Employment Agreement, dated as of November 27, 2013, between CohBar, Inc. and Jeffrey F. Biunno. Incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, filed with the Commission on November 14, 2016.
10.15*	Executive Employment Agreement, dated November 17, 2014, between CohBar, Inc. and Kenneth Cundy - Incorporated by reference to Exhibit 10.13 to the Amendment No. 2 of our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 28, 2014.
10.16*	Consulting Agreement, dated November 10, 2011, by and between the Company and Nir Barzilai, as extended by an extension agreement dated November 1, 2014 - Incorporated by reference to Exhibit 10.13 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.17*	Consulting Agreement, dated September 29, 2014, by and between the Company and Pinchas Cohen - Incorporated by reference to Exhibit 10.14 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on November 10, 2014.
10.18*	Executive Employment Agreement, dated March 7, 2016, by and between CohBar, Inc. and Simon Allen - Incorporated by reference to Exhibit 10.13 to our Registration Statement on Form S-1 (File No. 333-200033) as filed with the Commission on April 26, 2016.
10.19	Controlled Equity Offering Sales Agreement, dated June 12, 2018, by and between CohBar, Inc. and Cantor Fitzgerald and Co. – Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the Commission on June 12, 2018.
10.20*	Interim Chief Executive Officer Agreement, dated December 7, 2018, by and between CohBar, Inc. and Philippe Calais – Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed with the Commission on December 10, 2018.
10.21*	Letter Agreement, dated January 10, 2019, by and between CohBar, Inc. and Simon Allen.
23.1	Consent of independent registered public accounting firm.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates management contract, compensatory agreement or arrangement, in which our directors or executive officers may participate.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 18, 2019

COHBAR, INC.

By: /s/ Jeffrey F. Biunno
Jeffrey F. Biunno
Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Jeffrey F. Biunno and Philippe Calais, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his true and lawful attorney-in-fact and agent to act in his name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this report, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Philippe Calais **Philippe Calais**	Interim Chief Executive Officer and Director *(Principal Executive Officer)*	March 18, 2019
/s/ Jeffrey F. Biunno **Jeffrey F. Biunno**	Chief Financial Officer, Treasurer and Secretary *(Principal Financial and Accounting Officer)*	March 18, 2019
/s/ Jon L. Stern **Jon L. Stern**	Chief Operating Officer and Director	March 18, 2019
/s/ Albion J. Fitzgerald **Albion J. Fitzgerald**	Chairman of the Board of Directors	March 18, 2019
/s/ Nir Barzilai **Nir Barzilai**	Director	March 18, 2019
/s/ Pinchas Cohen **Pinchas Cohen**	Director	March 18, 2019
/s/ John Amatruda **John Amatruda**	Director	March 18, 2019
/s/ Phyllis Gardner **Phyllis Gardner**	Director	March 18, 2019

EXHIBIT 10.20

Dr. Philippe Calais
2040 Alta Meadows Lane #1609
Del Ray Beach, Florida 33333

December 7, 2018

Re: Interim Chief Executive Officer Agreement

Dear Philippe:

On behalf of Cohbar, Inc. (the "Company"), I am pleased to offer you the position of Interim Chief Executive Officer of the Company on the terms and conditions set forth in this letter agreement (this "Agreement"). You have agreed to accept this role while we engage in a search for a permanent Chief Executive Officer, for which you will be a considered a candidate should you choose. You may accept this Agreement by signing and returning a copy of this Agreement to the Company as provided below.

1. Term of Employment. Your employment under this Agreement will commence as of December 7, 2018 (the "Start Date") and will continue until the earliest to occur of: (i) the date that is four (4) months after the Start Date, unless extended by the parties through mutual agreement, (ii) the date on which a permanent Chief Executive Officer commences employment with the Company and any transition services you agree to provide thereafter have been completed (if you are selected as the permanent Chief Executive Officer you will sign a different agreement), or (iii) your resignation or the termination of your employment by the Company (each of the foregoing, the "Separation Date"). Your employment is terminable by you or the Company at any time (for any reason or for no reason) in accordance with Section 6 of this Agreement.

2. Position and Duties.

(a) General. You will initially serve as Interim Chief Executive Officer of the Company. Your duties and authority as Interim Chief Executive Officer will be prescribed by the Board of Directors of the Company (the "Board") and will be commensurate with those of a chief executive officer of a company of comparable size and with a similar business as the Company. During the term of your employment under this Agreement, you will report directly to the Board and will devote such time as is necessary to the business of the Company in order to fulfill the expectations of the Board as provided above.

(b) Continued Board Membership; Resignation from Audit Committee. During the term of your employment under this Agreement, you will continue to serve as a member of the Board. Effective on the Start Date, you hereby resign from your membership on the Audit Committee of the Board.

3. Withholding. The Company will be entitled to withhold from any amounts payable under this Agreement any federal, state, or local withholding or other taxes, deductions or charges which the Company is required to withhold.

4. Compensation and Benefits. In consideration for your services to the Company under this Agreement, you will receive the following compensation and benefits from the Company during your term of employment:

(a) Base Salary. Until the Separation Date, the Company will pay you a prorated salary at the annualized rate of Three Hundred and Forty Thousand Dollars ($340,000), to be paid in accordance with the Company's regular payroll practices ("Base Salary").

(b) Performance Bonus. You may also be eligible for a yearly target bonus of forty percent (40%) of your Base Salary, prorated for the term of your employment. Whether you receive a bonus shall depend on personal and/or Company performance determined by the Board in its discretion. Decisions on the grant of bonuses, the criteria under which the bonus shall be awarded, the achievement of such criteria, the amount of any bonus earned, and the timing of the bonus payment are solely within the discretion of the Company's Board of Directors. Any bonus payment made to you will be subject to the normal and/or authorized deductions and withholdings.

(c) Benefits. During your employment with the Company, you will be eligible to participate in the Company's employee benefit plans, policies and arrangements (currently medical/vision/dental care and 401(k)), as may now or hereafter be adopted by the Company, in accordance with the terms of such plans, policies and arrangements, and on the same basis as other members of the senior management team. Given that you already have healthcare coverage, we understand that you will not participate in the Company's healthcare plan.

(d) Expenses. The Company will reimburse you for business expenses that are reasonable and necessary for you to perform, and were incurred by you in the course of the performance of, your duties pursuant to this Agreement and in accordance with the Company's expense reimbursement policies. In addition, the Company will reimburse you for your reasonable expenses for accommodations in Menlo Park, air travel expenses for commuting to and from your principal residence and Menlo Park, and a rental car, in each case during the period of your employment under this Agreement.

(e) Transition Payment. In consideration of your efforts in preparing for a transition into the role of Interim Chief Executive Officer, you shall also receive the equivalent of one month's Base Salary on the first regular payroll date after the Start Date.

(f) Stock Options. Pursuant to the Company's Amended and Restated 2011 Equity Incentive Plan or a successor plan (the "Plan"), the Company shall grant you options to purchase up to 96,000 shares of the Company's common stock at an exercise price to be determined by the Board of Directors at the time of the grant in accordance with applicable law (the "Options"). The Options will be subject to the terms of the Plan and will become exercisable over a vesting term of four (4) months, subject to your continuous employment during such period. Vesting of the Options will commence on the Start Date will vest in equal monthly installments of 24,000 shares on the same day of each month following the Start Date such that all shares subject to the award shall be vested and exercisable as of the date that is four (4) months after the Start Date. The terms of the Options shall be governed by the Plan and a Stock Option Agreement (the "Option Agreement"). You acknowledge that the Options do not, and will not, constitute wages or compensation. Unless otherwise provided in the Plan or required by law, the Board of Directors of the Company shall have sole discretion regarding the, exercise price of the Options and other terms and conditions of the Options grant.

5. Covenants. By accepting the terms of this Agreement, you hereby agree to the following covenants (in addition to any obligations you may have by law):

(a) Nondisclosure; Inventions. During your employment with the Company and at all times thereafter, (i) you will not divulge, transmit or otherwise disclose (except as legally compelled by court order, and then only to the extent required, after prompt notice to the Board of any such order), directly or indirectly, other than in the regular and proper course of business of the Company, any customer lists, trade secrets or other confidential knowledge or information with respect to the operations or finances of the Company or with respect to confidential or secret processes, services, techniques, customers or plans with respect to the Company, including, without limitation, any know-how, research and development, software, databases, inventions, processes, formulae, peptides, drug targets, technology, designs and other intellectual property, information concerning finances, investments, pricing, costs, products, services, vendors, partners, investors, personnel, compensation, recruiting, training, government and regulatory activities and approvals concerning the past, current or future business, activities and operations of the Company (all of the foregoing collectively hereinafter referred to as "Confidential Information"), and (ii) you will not use, directly or indirectly, any Confidential Information for the benefit of anyone other than the Company; provided, that you have no obligation, express or implied, to refrain from using or disclosing to others any such knowledge or information which is or hereafter will become available to the general public other than through disclosure by you. All Confidential Information, new processes, techniques, know-how, methods, inventions, plans, products, and patents developed, made or invented by you, alone or with others, while an employee of the Company which are related to the business of the Company will be and become the sole property of the Company, unless released in writing by the Board, and you hereby assign any and all rights therein or thereto to the Company.

(b) Specific Performance. In the event of a breach or threatened breach of any provision of this Section 5, in addition to any remedies at law, either party hereto will be entitled to seek equitable relief in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available.

6. Termination. Your employment with the Company is "at-will." Accordingly, both you and the Company remain free at all times to terminate the employment relationship for any reason, upon fourteen (14) days' written notice to the other party, or immediately upon written notice in the case of termination for Cause (as defined below). Upon any termination of your employment the Company shall pay you any earned but unpaid portion of your Base Salary, bonus, benefits and unreimbursed business expenses, in each case with respect to the period ending on the Separation Date.

If, prior to the date that is four (4) months after the Start Date, your employment is terminated by the Company without Cause or as a result of the hiring of a permanent Chief Executive Officer, then, in addition to payments earned through the Separation Date: (i) the Company will pay you the amount of your Base Salary as would have been earned had your employment continued until the date that is four (4) months after the Start Date and (ii) the Options shall become fully vested and exercisable. Payments due to you after the Separation Date shall be paid in accordance with the Company's regular payroll practices.

For purposes hereof, "Cause" means (i) your conviction of, or plea of nolo contendere to, a felony or crime involving moral turpitude (other than traffic violations); (ii) material dishonesty or fraudulent conduct by you against the Company; (iii) your material breach of a key Company policy including, but not limited to, acts of harassment, discrimination, or violence; use of unlawful drugs or drunkenness during normal work hours (and otherwise provided such policy has been provided to you in advance of such alleged breach), or your material breach of this Agreement, provided that if such violation or breach is curable, such violation or breach may be cured by you within ten (10) days after you receive written notice from the Board of such violation or breach; (iv) the willful failure by you to perform your duties for the Company if such failure to perform is not cured by you within ten (10) days after you receive written notice from the Board of such failure; (v) competing with the Company, diversion of any corporate opportunity or other similar conflict of interest or self-dealing incurring to your material direct or indirect benefit; (vi) the existence of any past or future conviction, order, decree, judgment, event, circumstance or fact that would disqualify the Company from relying on Rule 506 of Regulation D or would require disclosure under Rule 506(e) thereof, or would reasonably be expected to prevent or interfere with the Company's ability to retain audit services or (vii) gross negligence or intentional misconduct that results in significant injury to the Company or its affiliates. Provided, however, that prior to the determination that "Cause" under this paragraph has occurred, the Company shall (A) provide to you in writing, in reasonable detail, the reasons for the determination that such "Cause" exists, (B) allow the expiration of any cure period specified above without your cure, (C) provide you an opportunity to be heard by the Board prior to the final decision to terminate your employment hereunder for such "Cause" and (D) make any decision that such "Cause" exists in good faith.

7. Miscellaneous.

(a) Entire Agreement. This Agreement constitutes the complete, final and exclusive embodiment of the entire agreement between you and the Company with regard to the terms and conditions of your employment as Interim Chief Executive Officer. It is entered into without reliance on any promise or representation, written or oral, other than those expressly contained herein, and it supersedes any other such promises, warranties or representations and any other written or oral statements concerning your rights to any compensation, equity or benefits from the Company, its predecessors or successors in interest.

(b) Assignment/Binding Effect. You acknowledge that the services to be performed by you pursuant to this Agreement are unique and personal. You may not assign any of your rights or delegate any of your duties or obligations under this Agreement without the prior written consent of the Company. The Company, however, may assign its rights and obligations. The rights and obligations of the parties under this Agreement shall inure to the benefit of and shall be binding upon their respective legal representatives, successors and permitted assigns.

(b) Amendments. This Agreement may not be modified or amended except in a writing signed by both you and a duly authorized officer of the Company.

(c) Counterparts. This Agreement may be signed in counterparts and the counterparts taken together will constitute one agreement.

(d) Governing Law and Venue. This Agreement will be governed by and construed in accordance with the laws of the State of California, without giving effect to any choice of law or conflicting provision or rule. For all disputes under this Agreement or related to your employment, the parties agree that any suit or action between them shall be instituted and commenced exclusively in the local state or federal courts in San Mateo County, California. Both parties waive the right to change such venue and hereby consent to the jurisdiction of such courts for all potential claims under this Agreement or related to your employment.

If this Agreement is acceptable to you, please sign below and return the original, fully executed Agreement to the Company.

Sincerely,

/s/ Albion Fitzgerald
Albion Fitzgerald

ACCEPTED AND AGREED:

/s/ Phillipe Calais
Phillipe Calais

EXHIBIT 10.21

January 10, 2019

Mr. Simon Allen
16870 Camino Lago de Cristal
Rancho Santa Fe CA 92067

Re: Stock Option Agreement

Dear Simon,

Reference is made to that certain Stock Option Grant Notice and Agreement, dated March 7, 2016 (the "**Option Agreement**"), by and between you and CohBar, Inc., a Delaware corporation (the "**Company**"). Capitalized terms used herein shall have the meanings given to them in the Option Agreement unless otherwise specified.

This letter agreement ("**Letter Agreement**") sets forth our mutual agreement regarding the stock options subject to the Option Agreement in relation to your separation from employment with the Company, effective December 6, 2018. Your signature in the space provided at the end of this letter indicates that you have read this letter and acknowledge and agree to the matters set forth herein. The effectiveness of this Letter Agreement is expressly conditioned on the effectiveness of the Separation Agreement (the "**Separation Agreement**") contemplated to be executed by you as a condition to receipt of certain termination benefits under the Executive Employment Agreement, dated March 7, 2016, between you and the Company. This letter agreement shall have no force or effect unless and until the Separation Agreement becomes effective in the manner set forth therein.

1. Option Vesting. Upon the effectiveness of the Separation Agreement and this Letter Agreement, 1,061,239 shares subject to the Option Agreement will be vested and exercisable (the "**Vested Options**").

2. Cashless Exercise. Subject to the restrictions provided herein and the terms of the Option Agreement and Plan, you may pay the exercise price for any vested options you elect to exercise (the **"Exercised Options"**) via a broker-assisted cashless exercise program under which, prior to the issuance of the shares underlying the Exercised Options (the "**Option Shares**"), you provide the Company and a mutually agreed broker with irrevocable instructions to immediately sell a number of Option Shares sufficient to generate proceeds at least equal to the aggregate exercise price of the Exercised Options, and to remit directly to the Company from such sales proceeds an amount equal to the aggregate exercise price of the Exercised Options.

3. Time for Exercise. Notwithstanding Section 8(b) of the Option Agreement, the term for exercise of the Vested Options shall expire on March 6, 2020.

4. Restrictions on Sale of CohBar Securities.

(a) In consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, you agree that, without the prior written consent of the Company:

(i) you shall not engage in any Sale Transaction (as defined below) on or prior to March 6, 2019;

(ii) during the three month period beginning on March 7, 2019 and ending on June 6, 2019, you shall not engage in Sales Transactions with respect to greater than 265,310 shares of the Company's common stock in the aggregate, including any shares underlying other CohBar Securities (as defined below);

(iii) during the three month period beginning on June 7, 2019 and ending on September 6, 2019, you shall not engage in Sales Transactions with respect to greater than 265,310 shares of the Company's common stock in the aggregate, including any shares underlying other CohBar Securities; and

(iv) during the six month period beginning on September 7, 2019 and ending on March 6, 2020, you shall be free to execute Sales Transactions with respect any CohBar Securities you hold, subject to compliance with applicable law.

(b) For purposes hereof:

(i) "**CohBar Securities**" means shares of the Company's common stock or securities exercisable for or convertible into the Company's common stock, whether such shares of common stock or other securities are currently owned by you or are hereafter acquired; and

(ii) a "**Sale Transaction**" means any pledge, sale, contract to sell, sale of any option or contract to purchase, purchase of any option or contract to sell, grant any option, right or warrant to purchase, or any other transfer or disposition, directly or indirectly, of any CohBar Securities, or any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the CohBar Securities, regardless of whether the date for settlement of any such arrangement. For the avoidance of doubt, any sale of Option Shares executed in connection with the cashless exercise of Vested Options as contemplated by paragraph 2 hereunder constitutes a "Sale Transaction."

(c) The foregoing restrictions shall not apply with respect to tenders of CohBar Securities made in response to a *bona fide* third party take-over bid made to all holders of such CohBar Securities or any similar acquisition transaction, provided that, in the event that the take-over bid or acquisition is not completed, all CohBar Securities will remain subject to the restrictions contained herein. Except for restrictions on Sale Transactions in connection with the cashless exercise of Vested Options, the foregoing restrictions are not intended and shall not be construed to prohibit the exercise of Vested Options. You agree and consent to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of your CohBar Securities except in compliance with the foregoing restrictions.

5. Voluntary Agreement. You are encouraged to discuss this Letter Agreement with your personal legal, financial and tax advisor(s). You acknowledge that you have had an opportunity to do so, have read the entire Agreement and are responsible for evaluating and complying with all legal, financial and tax ramifications associated with entrance into this Letter Agreement, any future exercise of Vested Options (or failure to exercise Vested Options), and any future sale of Option Shares.

6. Governing Law. This Letter Agreement shall be governed in accordance with the laws of the State of Delaware, without regard to its conflict of law principles.

[Signature Page Follows]

In consideration of the foregoing, please sign and return one copy of this letter to the undersigned to indicate your acknowledgment and agreement.

Sincerely,

CohBar, Inc.

/s/ Philippe Calais

By: Philippe Calais
Interim Chief Executive Officer

Acknowledged and Agreed:

/s/ Simon Allen

Simon Allen

Dated: January 10, 2019

Exhibit 23.1

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statement of CohBar, Inc. on Form S-8 (File No. 333-205412), Form S-8 (File No. 333-226434), Form S-3 (File No. 333-221724), Form S-3 (File No. 333-226433) and Post-Effective Amendment No. 3 to Registration Statement Nos. 333-205519 and 333-220663 on Form S-3 to Form S-1 of our report dated March 18, 2019, with respect to our audits of the financial statements of CohBar, Inc. as of December 31, 2018 and 2017 and for the years ended December 31, 2018 and 2017, which report is included in this Annual Report on Form 10-K of CohBar, Inc. for the year ended December 31, 2018.

/s/ Marcum llp

Marcum llp
New York, NY
March 18, 2019

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Philippe Calais, certify that:

1. I have reviewed this Annual Report on Form 10-K of CohBar, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with general accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 18, 2019
Date

By: /s/ Philippe Calais
Philippe Calais
Interim Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey F. Biunno, certify that:

1. I have reviewed this Annual Report on Form 10-K of CohBar, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with general accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 18, 2019
Date

By: /s/ Jeffrey F. Biunno
Jeffrey F. Biunno
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(Subsection (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officers of CohBar, Inc., a Delaware corporation (the "Company"), do hereby certify that:

1. To our knowledge, the Annual Report on Form 10-K for the year ended December 31, 2018 (the "Form 10-K") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Act of 1934; and

2. The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 18, 2019
Date

By: /s/ Philippe Calais
Philippe Calais
Interim Chief Executive Officer
(Principal Executive Officer)

March 18, 2019
Date

By: /s/ Jeffrey F. Biunno
Jeffrey F. Biunno
Chief Financial Officer
(Principal Financial and Accounting Officer)