

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 29, 2021

ANIXA BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37492
(Commission
File Number)

11-2622630
(IRS Employer
Identification No.)

3150 Almaden Expressway, Suite 250
San Jose, CA
(Address of principal executive offices)

95118
(Zip Code)

Registrant's telephone number, including area code: **(408) 708-9808**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	ANIX	The NASDAQ Stock Market LLC

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 29, 2021, following a discussion with the Board of Directors (the "Board") of Anixa Biosciences, Inc. (the "Company"), Dr. John Monahan and David Cavalier each notified the Board of their decision not to stand for re-election at the Company's next annual meeting of stockholders to be held May 21, 2021. Dr. Monahan and Mr. Cavalier each made this determination with consideration to the enactment in the State of California of SB 826 and AB 979 requiring public companies headquartered in California to maintain minimum representation of females and members of underrepresented communities on their board of directors based on the size of the board of directors. Each of Dr. Monahan and Mr. Cavalier has notified the Board that the decision not to stand for re-election is not based on any disagreement with the Company.

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

On March 29, 2021, the Board approved and adopted effective as of such date an amendment (the "Amendment") to the Amended and Restated Bylaws of the Company (the "Bylaws") to add a new Section 11.3 to include a provision to designate the state and federal courts of the State of Delaware, respectively, as the exclusive forums in which certain claims may be brought against the Company. A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Amendment is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amendment to the Amended and Restated Bylaws of Anixa Biosciences, Inc.</u>

SIGNATURES

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

Dated: April 2, 2021

ANIXA BIOSCIENCES, INC.

By: /s/ Amit Kumar

Name: Dr. Amit Kumar

Title: President and Chief Executive Officer

**AMENDMENT TO THE
AMENDED AND RESTATED BYLAWS
OF
ANIXA BIOSCIENCES, INC.
(a Delaware corporation)**

March 29, 2021

This Amendment (the “Amendment”) to the Amended and Restated Bylaws (the “Bylaws”) of Anixa Biosciences, Inc., a Delaware corporation (the “Corporation”), hereby amends the Bylaws currently in effect as follows:

1. A new Section 11.3 is hereby added to Article 11 as follows:

“SECTION 11.3. Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for any state law claims for (i) any derivative action or proceeding brought on behalf of the Corporation (other than derivative actions brought to enforce any duty or liability created by the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) or the rules and regulations promulgated thereunder), (ii) any action asserting a claim of breach of, or based on, a fiduciary duty owed by any current or former director, officer or other employee of the Corporation to the Corporation or the Corporation’s stockholders, (iii) any action asserting a claim against the Corporation or any current or former director, officer, or other employee or stockholder of the Corporation arising pursuant to any provision of the DGCL, the Certificate of Incorporation or these Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine. Unless the Corporation consents in writing to the selection of an alternative forum, but only to the extent permitted by applicable law, the United States District Court for the District of Delaware shall be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, the Exchange Act, the rules and regulations promulgated thereunder, or any ancillary claims related thereto which are subject to the ancillary jurisdiction of the federal courts.”

2. Except as expressly modified hereby, the Bylaws and all the provisions contained therein shall remain in full force and effect. The Bylaws and this Amendment shall be read and construed together as a single instrument.

The undersigned hereby certifies that the foregoing is a true and correct copy of the Amendment, as adopted and approved by the Board of Directors of the Corporation effective as of the date set forth above.

/s/ Michael J. Catelani

Name: Michael J. Catelani

Title: Chief Financial Officer
