EXHIBIT 13

The 2022 MSD preferred stock: Form 8-K filed July 29, 2022 (with the purchase agreement signature page), Definitive Proxy Statement filed August 16, 2022 (excerpts), and Form 8-K filed October 3, 2022 (meeting results)

Nejmeh v. Theriva Biologics, Inc., No. 3:26-cv-00705-ART-CSD (D. Nev.)
Cited in the First Amended Verified Complaint, paragraph(s) 1, 18, 19, 20

Source

- Form 8-K filed July 29, 2022, SEC Accession No. 0001104659-22-084301: all 5 pages, as printed from the document on sec.gov (https://www.sec.gov/Archives/edgar/data/894158/000110465922084301/tm2222078d1_8k.htm).
- Exhibit 10.1 (Securities Purchase Agreement, July 28, 2022) to Form 8-K filed July 29, 2022, SEC Accession No. 0001104659-22-084301: pages 1, 25, 29, 30 of 30, as printed from the document on sec.gov (https://www.sec.gov/Archives/edgar/data/894158/000110465922084301/tm2222078d1_ex10-1.htm).
- Definitive Proxy Statement filed August 16, 2022, SEC Accession No. 0001104659-22-091820: pages 1, 7, 8, 12, 13, 37, 57 of 67, as printed from the document on sec.gov (https://www.sec.gov/Archives/edgar/data/894158/000110465922091820/tm2222180-2_def14a.htm).
- Form 8-K filed October 3, 2022, SEC Accession No. 0001104659-22-105229: all 5 pages, as printed from the document on sec.gov (https://www.sec.gov/Archives/edgar/data/894158/000110465922105229/tm2227231d1_8k.htm).

Where only some pages are reproduced, the complete document is publicly available at the address shown.

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): July 28, 2022

SYNTHETIC BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-12584**	**13-3808303**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

9605 Medical Center Drive, Suite 270
Rockville, Maryland 20850
(Address of principal executive offices and zip code)

(301) 417-4364
Registrant's telephone number, including area code

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

Emerging growth company ☐

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

Item 1.01. Entry into a Material Definitive Agreement.

On July 29, 2022, Synthetic Biologics, Inc., a Nevada corporation (the "Company"), closed a private placement offering pursuant to the terms of a Securities Purchase Agreement (the "Purchase Agreement") dated as of July 28, 2022 entered into with MSD Credit Opportunity Master Fund, L.P. (the "Investor"), pursuant to which the Company agreed to issue and sell (the "Offering") 275,000 shares of the Company's Series C Convertible Preferred Stock, par value $0.001 per share (the "Series C Preferred Stock"), and 100,000 shares of the Company's Series D Convertible Preferred Stock, par value $0.001 per share (the "Series D Preferred Stock," and together with the Series C Preferred Stock, the "Preferred Stock"), at an offering price of $8.00 per share, for gross proceeds of approximately $3.0 million in the aggregate, before the deduction of discounts, fees and offering expenses. The shares of Preferred Stock will be convertible, at a conversion price (the "Conversion Price") of $1.22 per share (subject in certain circumstances to adjustments), into an aggregate of 2,459,016 shares of the Company's common stock, par value $0.001 per share (the "Common Stock"), at the option of the holders of the Preferred Stock and, in certain circumstances, by the Company. The Purchase Agreement contains customary representations, warranties and agreements by the Company and customary conditions to closing.

The Company intends to include certain proposals at its 2022 annual meeting of stockholders, including to consider (i) an amendment to the Company's Articles of Incorporation, as amended (the "Charter"), to change the name of the Company to "Theriva Biologics, Inc." (the "Name Change"), (ii) an amendment to the Charter to increase the number of authorized shares of Common Stock from 20,000,000 to 350,000,000 (the "Authorized Common Stock Increase") and (iii) any proposal to adjourn any meeting of stockholders called for the purpose of voting on the Authorized Common Stock Increase (collectively, the "Stockholder Items"). The Investor has agreed in the Purchase Agreement to (i) not transfer, offer, sell, contract to sell, hypothecate, pledge or otherwise dispose of the shares of the Preferred Stock until the earlier of the date that the Authorized Common Stock Increase is effected or October 26, 2022 (which may be extended to December 31, 2022 if certain conditions are met), (ii) vote the shares of the Series C Preferred Stock purchased in the Offering in favor of the Stockholder Items and (iii) vote the shares of the Series D Preferred Stock purchased in the Offering in the same proportion as shares of Common Stock and any other shares of capital stock of the Company that are entitled to vote thereon (excluding any shares of Common Stock that are not voted) on the Stockholder Items.

Each of the Name Change and the Authorized Common Stock Increase requires the affirmative vote of a majority of the voting power of the outstanding Common Stock and Preferred Stock entitled to vote on the proposal, voting together as a single class. Because the Series D Preferred Stock will, without further action of the Investor, be voted on the Stockholder Items in the same proportion as shares of Common Stock and any other shares of capital stock of the Company that are entitled to vote thereon (excluding any shares of Common Stock that are not voted), abstentions by common stockholders will not have any effect on the votes cast by the holders of the Series D Preferred Stock on the Stockholder Items.

Pursuant to the Purchase Agreement, the Company has filed certificates of designation (the "Certificates of Designation") with the Secretary of the State of Nevada designating the rights, preferences and limitations of the shares of Series C Preferred Stock and Series D Preferred Stock. The Certificate of Designation for the Series C Preferred Stock provides, in particular, that the Series C Preferred Stock will have no voting rights other than the right to vote as a class on the Stockholder Items and the right to cast votes on an as converted to Common Stock basis on the Stockholder Items. The Certificate of Designation for the Series D Preferred Stock provides, in particular, that the Series D Preferred Stock will have no voting rights other than the right to vote as a class on the Stockholder Items and the right to cast 20,000 votes per share of Series D Preferred Stock on the Stockholder Items.

The holders of Preferred Stock will be entitled to dividends, on an as-if converted basis, equal to dividends actually paid, if any, on shares of Common Stock. The Conversion Price may be adjusted pursuant to the Certificates of Designation for stock dividends and stock splits, subsequent rights offering, pro rata distributions of dividends or the occurrence of a fundamental transaction (as defined in the applicable Certificate of Designation).

Pursuant to the Purchase Agreement, the Company is required to file a registration statement with the Securities and Exchange Commission (the "Commission") to register for resale the shares of Common Stock that are issued upon the potential conversion of shares of Preferred Stock. The registration statement must be filed with the Commission no later forty-five (45) days following the date of the Purchase Agreement (the "Filing Deadline") and the Company is required to use reasonable best efforts to cause such registration statement to be declared effective as soon as possible after filing, but in no event later than sixty (60) days following the Filing Deadline.

A.G.P./Alliance Global Partners ("AGP") served as financial advisor to the Company and the Company agreed to pay AGP an aggregate cash fee equal to $175,000 and to reimburse the Placement Agent for certain of its expenses in an amount not to exceed $40,000.

The foregoing summaries of the Purchase Agreement and Certificates of Designation do not purport to be complete and are subject to, and qualified in their entirety by, forms of such documents attached as Exhibits 10.1, 3.1, and 3.2, respectively, to this Current Report on Form 8-K, which are incorporated herein by reference.

The representations, warranties and covenants contained in the Purchase Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to the agreements and are subject to limitations agreed upon by the contracting parties. Accordingly, the Purchase Agreement is incorporated herein by reference only to provide investors with information regarding the terms of the Purchase Agreement and not to provide investors with any other factual information regarding the Company or its business and should be read in conjunction with the disclosures in the Company's periodic reports and other filings with the Commission.

Item 3.02. Unregistered Sales of Equity Securities.

The disclosure required by this Item and included in Item 1.01 of this Current Report is incorporated herein by reference.

Item 3.03. Material Modifications to Rights of Security Holders.

The disclosure required by this Item and included in Item 1.01 of this Current Report is incorporated herein by reference.

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

The disclosure required by this Item and included in Item 1.01 of this Current Report is incorporated herein by reference.

Item 8.01. Other Events.

The Company issued a press release announcing the Offering on July 29, 2022. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	Form of Certificate of Designation of Series C Convertible Preferred Stock
3.2	Form of Certificate of Designation of Series D Convertible Preferred Stock
10.1	Securities Purchase Agreement between Synthetic Biologics Inc. and MSD Credit Opportunity Master Fund, L.P., dated as of July 28, 2022
99.1	Press Release issued by Synthetic Biologics, Inc., dated July 29, 2022
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURES

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

Dated: July 29, 2022

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross
Name: Steven A. Shallcross
Title: Chief Executive Officer
and Chief Financial Officer

Exhibit 10.1

SECURITIES PURCHASE AGREEMENT

This Securities Purchase Agreement (this "Agreement") is dated as of July 28, 2022, between Synthetic Biologics, Inc., a Nevada corporation (the "Company"), and MSD Credit Opportunity Master Fund, L.P. (including its successors and assigns, the "Purchaser").

RECITALS

A. The Company and the Purchaser are executing and delivering this Agreement in reliance upon the exemption from securities registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and/or Rule 506 of Regulation D as promulgated by the United States Securities and Exchange Commission (the "SEC") under the Securities Act; and

B. The Purchaser wishes to purchase from the Company, and the Company wishes to sell and issue to the Purchaser, upon the terms and subject to the conditions stated in this Agreement, shares of the Company's preferred stock, par value $0.001 per share (the "Preferred Stock"), that are convertible into shares of the Company's common stock, $0.001 par value per share (the "Common Stock").

In consideration of the mutual promises made herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I.
DEFINITIONS

1.1 Definitions. In addition to the terms defined elsewhere in this Agreement, for all purposes of this Agreement, the following terms have the meanings set forth in this Section 1.1:

"Acquiring Person" shall have the meaning ascribed to such term in Section 4.4.

"Action" shall have the meaning ascribed to such term in Section 3.1(j).

"Affiliate" means any Person that, directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with a Person as such terms are used in and construed under Rule 405 under the Securities Act.

"Anti-Money Laundering Laws" shall have the meaning ascribed to such term in Section 3.1(kk).

"Authorized Common Stock Increase" means the amendment to the Company's articles of incorporation to, after the date hereof, increase the number of authorized shares of Common Stock from 20,000,000 to 350,000,000.

"Authorized Common Stock Increase Amendment" means the amendment to the Company's certificate of incorporation that effects the Authorized Common Stock Increase.

"Authorized Common Stock Increase Date" means the earlier of (i) the date on which the Authorized Common Stock Increase Amendment becomes effective under the NRS and (ii) October 26, 2022 or, solely to the extent required for the Company to solicit proxies from its stockholders for the purposes of obtaining the Stockholder Approvals, December 31, 2022.

"Board of Directors" means the board of directors of the Company.

4.14 Stockholder Approvals. The Company shall use its reasonable best efforts to obtain the Stockholder Approvals on or before September 30, 2022.

ARTICLE V.
MISCELLANEOUS

5.1 Termination. This Agreement may be terminated by Purchaser, by written notice to the Company, if the Closing has not been consummated on or before the fifth (5th) Trading Day following the date hereof.

5.2 Fees and Expenses. Except as expressly set forth in the Transaction Documents to the contrary, each party shall pay the fees and expenses of its advisers, counsel, accountants and other experts, if any, and all other expenses incurred by such party incident to the negotiation, preparation, execution, delivery and performance of this Agreement. The Company shall pay all Transfer Agent fees (including, without limitation, any fees required for same-day processing of any instruction letter delivered by the Company and any exercise notice delivered by a Purchaser), stamp taxes and other taxes and duties levied in connection with the delivery of any Shares to the Purchaser.

5.3 Entire Agreement. The Transaction Documents, together with the exhibits and schedules thereto, contain the entire understanding of the parties with respect to the subject matter hereof and thereof and supersede all prior agreements and understandings, oral or written, with respect to such matters, which the parties acknowledge have been merged into such documents, exhibits and schedules.

5.4 Notices. Any and all notices or other communications or deliveries required or permitted to be provided hereunder shall be in writing and shall be deemed given and effective on the earliest of: (a) the time of transmission, if such notice or communication is delivered via facsimile at the facsimile number or email attachment at the email address as set forth below at or prior to 5:30 p.m. (New York City time) on a Trading Day, (b) the next Trading Day after the time of transmission, if such notice or communication is delivered via facsimile at the facsimile number or email attachment at the email address as set forth below on a day that is not a Trading Day or later than 5:30 p.m. (New York City time) on any Trading Day, (c) the second (2nd) Trading Day following the date of mailing, if sent by U.S. nationally recognized overnight courier service or (d) upon actual receipt by the party to whom such notice is required to be given. The address for such notices and communications shall be as set forth below:

If to the Company:

Synthetic Biologics, Inc.
19605 Medical Center Drive, Suite 270
Rockville, Maryland 20850
Attn: Steven A. Shallcross
Chief Executive Officer
Email: ***

IN WITNESS WHEREOF, the parties hereto have caused this Securities Purchase Agreement to be duly executed by their respective authorized signatories as of the date first indicated above.

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross
Name: Steven A. Shallcross
Title: Chief Executive Officer

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOR PURCHASER FOLLOWS]

[PURCHASER SIGNATURE PAGE TO SECURITIES PURCHASE AGREEMENT]

IN WITNESS WHEREOF, the undersigned have caused this Securities Purchase Agreement to be duly executed by their respective authorized signatories as of the date first indicated above.

Name of Purchaser: MSD Credit Opportunity Master Fund, L.P.

Signature of Authorized Signatory of Purchaser: /s/ Marcello Liguori

Name of Authorized Signatory: Marcello Liguori

Title of Authorized Signatory: Managing Director

Email Address of Authorized Signatory: mliguori@msdpartners.com

Address for Notice to Purchaser: 1 Vanderbilt Avenue, 26th Floor, New York, NY 10017

DWAC for Shares:

Subscription Amount for Series C Stock: $2,200,000

Shares of Series C Stock: 275,000

Subscription Amount for Series D Stock: $800,000

Shares of Series D Stock: 100,000

EIN Number: ***

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

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to Section 240.14a-12

SYNTHETIC BIOLOGICS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.

INFORMATION ABOUT VOTING

Q: ***Why am I receiving these materials?***

A: Our Board of Directors is providing these proxy materials to you in connection with our 2022 Annual Meeting of Stockholders, which is scheduled to take place on September 30, 2022.

Q: ***What information is contained in these materials?***

A: The information included in this Proxy Statement relates to the proposals to be voted on at the 2022 Annual Meeting of Stockholders, the voting process, the compensation of our directors and executive officers, and other required information.

Q: ***What items of business will be voted on at the 2022 Annual Meeting of Stockholders?***

A: The seven (7) items of business scheduled to be voted on at the 2022 Annual Meeting of Stockholders are: (i) the election of our directors named herein; (ii) the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2022; (iii) approval of the Stock Incentive Plan Amendments Proposal; (iv) approval, on an advisory basis, of the compensation of our named executive officers, as disclosed in this Proxy Statement; (v) approval of the Name Change Proposal; (vi) approval of the Authorized Common Stock Increase Proposal; and (vii) the Adjournment Proposal.

Q: ***How does the Board of Directors recommend that I vote?***

A: The Board of Directors recommends that you vote your shares: (i) **FOR** each of the four (4) nominees named herein for election to the Board of Directors; (ii) **FOR** the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2022; (iii) **FOR** the Stock Incentive Plan Amendments Proposal; (iv) **FOR** the approval, on an advisory basis, of the compensation of our named executive officers, as disclosed in this Proxy Statement; (v) **FOR** the Name Change Proposal; (vi) **FOR** the Authorized Common Stock Increase Proposal; and (vii) **FOR** the Adjournment Proposal.

Q: ***Shareholders Entitled to Vote?***

A: Only stockholders who own our Common Stock, Series C Convertible Preferred Stock and/or Series D Convertible Preferred Stock, as of the close of business on August 3, 2022, the record date for the 2022 Annual Meeting (the "Record Date"), will be entitled to vote at the 2022 Annual Meeting of Stockholders.

On July 29, 2022, the Company closed a preferred stock offering, in which the Company issued 275,000 shares of Series C Convertible Preferred Stock and 100,000 shares of Series D Convertible Preferred Stock (collectively, the "Preferred Stock")

Q: ***How many shares are outstanding and how many votes is each share entitled?***

A: On the record date, (i) 15,844,339 shares of Common Stock were issued and outstanding, (ii) 275,000 shares of Series C Convertible Preferred Stock, convertible into 1,803,279 shares of Common Stock, were issued and outstanding and (iii) 100,000 shares of Series D Convertible Preferred Stock, convertible into 655,738 shares of Common Stock, were issued and outstanding.

Holders of record of our Common Stock and our Preferred Stock as of the close of business on the Record Date will be entitled to notice of and to vote at the 2022 Annual Meeting of Stockholders and at any adjournments or postponements thereof.

Each share of our Common Stock that is issued and outstanding as of the close of business on August 3, 2022, the Record Date, is entitled to be voted on all items being voted on at the 2022 Annual Meeting of Stockholders, with each share being entitled to one vote on each matter.

Holders of record of shares of Preferred Stock have the right to vote only on Proposal 5 (Name Change Proposal), Proposal 6 (Authorized Common Stock Increase Proposal) and any Proposal 7

(Adjournment Proposal). Holders of Common Stock and Preferred Stock will vote on the Name Change Proposal, the Authorized Common Stock Increase Proposal and any Adjournment Proposal as a single class. Only holders of Common Stock are entitled to vote on Proposal 1 (Election of Directors Proposal), Proposal 2 (Auditor Ratification Proposal), Proposal 3 (2020 Stock Incentive Plan Amendment Proposal), and Proposal 4 (Say On Pay Proposal).

The Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock provides that the holders of record of the Series C Convertible Preferred Stock outstanding on the Record Date are entitled to a number of votes equal to the number of shares of Common Stock issuable upon conversion of such shares (whether or not such shares are then convertible) or an aggregate of 1,803,279 votes. The holders of the Series C Convertible Preferred Stock, however, have agreed that they may only submit 1,549,295 of the votes relating to the Series C Convertible Preferred Stock that they would otherwise be entitled to vote. The holders of the Series C Convertible Preferred Stock have also agreed to: (i) not transfer their shares of Series C Convertible Preferred Stock until the earlier of the date that the Authorized Common Stock Increase is effected or October 26, 2022 (which may be extended to December 31, 2022 if certain conditions are met), (ii) attend the 2022 Annual Meeting of Stockholders, (iii) submit 1,549,295 of the votes relating to the Series C Convertible Preferred Stock that they would otherwise be entitled to vote in favor of the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal, and (iv) upon request by the Company, grant the Company or its designee an irrevocable proxy to vote all shares of Series C Convertible Preferred Stock in favor of the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal.

Each share of Series D Convertible Preferred Stock outstanding on the Record Date may only vote on the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal and is entitled to 20,000 votes per share of Series D Convertible Preferred Stock, or an aggregate of 2,000,000,000 votes on such proposals; provided that the shares voted by holders of our Series D Convertible Preferred Stock shall be counted by us in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock are voted (excluding any shares of Common Stock that are noted voted) on such proposals at the 2022 Annual Meeting of Stockholders. As of the Record Date, there were 100,000 shares of our Series D Convertible Preferred Stock issued and outstanding, convertible into an aggregate of 655,738 shares of Common Stock. The holders of the Series D Convertible Preferred Stock have agreed to: (i) not transfer their shares of Series D Convertible Preferred Stock until the earlier of the date that the Authorized Common Stock Increase is effected or October 26, 2022 (which may be extended to December 31, 2022 if certain conditions are met), (ii) attend the 2022 Annual Meeting of Stockholders, (iii) to vote all shares of Series D Convertible Preferred Stock on the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock are voted on each such proposal and, (iv) upon request by the Company, grant the Company or its designee an irrevocable proxy to vote the shares of Series D Convertible Preferred Stock in accordance with the above. As an example, if 70% of the aggregate votes cast by Common Stock and Series C Convertible Preferred Stock voting on the Name Change Proposal are voted in favor thereof and 30% of the aggregate votes cast by Common Stock and Series C Convertible Preferred Stock voting on the Name Change Proposal are voted against such proposals, then 70% of the votes entitled to be cast by Series D Convertible Preferred Stock will be cast in favor of the proposals and 30% of such votes will be cast against the proposal.

Q: ***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

A: Most of our stockholders hold their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially. If your shares are registered directly in your name with our transfer agent, Equiniti Group plc (formerly Corporate Stock Transfer, Inc.), you are considered, with respect to those shares, the stockholder of record and these proxy materials are being sent directly to you by us. As the stockholder of record, you have the right to grant your voting proxy directly to Mr. Steven Shallcross, our Chief Executive Officer, Chief Financial Officer and a Director, or to vote in person at the meeting. The Board of Directors has enclosed a proxy card for stockholders of record to use to grant a voting proxy.

Authorized Common Stock Increase Proposal or any Adjournment Proposal but such votes must be counted by the Company in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock voted on the Name Change Proposal, Authorized Common Stock Increase Proposal or any Adjournment Proposal at the 2022 Annual Meeting of Stockholders, the failure of a share of Common Stock to be voted will effectively have no impact on the outcome of the vote. However, shares of Common Stock voted against the proposal will have the effect of causing the proportion of Series D Convertible Preferred Stock voted against the proposal to increase accordingly.

Q: ***What are Broker Non-Votes?***

A: Under the rules of the New York Stock Exchange, member brokers who hold shares in street name for their customers that are the beneficial owners of those shares have the authority to only vote on certain "routine" items in the event that they have not received instructions from beneficial owners. Under New York Stock Exchange rules, when a proposal is not a "routine" matter and a member broker, bank or nominee has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm, bank or nominee may not vote the shares on that proposal since it does not have discretionary authority to vote those shares on that matter. A "broker non-vote" is submitted when a broker, bank or nominee returns a proxy card and indicates that, with respect to particular matters, it is not voting a specified number of shares on that matter, as it has not received voting instructions with respect to those shares from the beneficial owner and does not have discretionary authority to vote those shares on such matters. If you hold your shares in street name and you do not instruct your broker how to vote on these matters not considered routine, no votes will be cast on your behalf with respect to these non-routine matters. "Broker non-votes" are not entitled to vote at the 2022 Annual Meeting of Stockholders with respect to the matters to which they apply; however, "broker non-votes" will be included for purposes of determining whether a quorum is present at the 2022 Annual Meeting of Stockholders.

Proposals 1, 3 and 4 are considered "non-routine" matters. As a result, brokers, banks or nominees that do not receive instructions with respect to Proposals 1, 3 and 4 from their customers will not be entitled to vote on such proposal for which instructions were not received.

Proposals 2, 5, 6 and 7 are considered "routine" matters. As a result, brokers that do not receive instructions with respect to Proposals 2, 5, 6 and 7 from their customers should be entitled to vote on such proposal in their discretion.

Q: ***What is the voting requirement to approve each of the proposals?***

A:

- For Proposal 1, which relates to the election of directors, the four (4) nominees receiving the highest number of "**FOR**" votes (from the holders of votes of shares of Common Stock present in person or represented by proxy at the 2022 Annual Meeting of Stockholders and entitled to vote on the election of directors) will be elected. Only votes **FOR** will affect the outcome. Abstentions, withheld votes and broker non-votes will have no effect on the outcome of the vote as long as each nominee receives at least one **FOR** vote. You do not have the right to cumulate your votes.
- To be approved, Proposal 2, which relates to the ratification of the appointment of BDO USA, LLP, as our independent registered public accounting firm for the year ending December 31, 2022, must receive **FOR** votes from the holders of a majority of the votes of shares of Common Stock present in person or represented by proxy and entitled to vote on this matter at the 2022 Annual Meeting of Stockholders. Abstentions will have the same effect as an **AGAINST** vote. Because this is a routine matter for which brokers have discretion, broker non-votes are not expected to exist for this matter. This vote is advisory, and therefore is not binding on us, the Audit Committee or our Board of Directors. If our stockholders fail to ratify the appointment, the Audit Committee will reconsider whether or not to retain that firm. Even if the appointment is ratified, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of our company and its stockholders.
- To be approved, Proposal 3, which relates to the Stock Incentive Plan Amendments, must receive **FOR** votes from the holders of a majority of the votes of shares of Common Stock present in person

or represented by proxy and entitled to vote on this matter at the 2022 Annual Meeting of Stockholders. Abstentions will have the same effect as an **AGAINST** vote. Broker non-votes will have no effect.

- To be approved, Proposal 4, which relates to the approval, on an advisory basis, of the compensation of our named executive officers, must receive **FOR** votes from the holders of a majority of the votes of shares of Common Stock present in person or represented by proxy and entitled to vote on this matter at the 2022 Annual Meeting of Stockholders. Abstentions will have the same effect as a vote **AGAINST** this proposal. Broker non-votes will have no effect. This vote is advisory, and therefore is not binding on us, the Compensation Committee or our Board of Directors. Our Board of Directors and Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officers' compensation as disclosed in this Proxy Statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.
- To be approved, Proposal 5, which relates to the amendment to the Company's Articles of Incorporation to change the name of the Company to "Theriva Biologics, Inc." requires the affirmative **FOR** vote of a majority of the voting power of the outstanding shares of Common Stock and Preferred Stock entitled to vote on the matter, voting together as a single class. Accordingly, abstentions on this proposal will have the same effect as a vote **AGAINST** the proposal. Because this is a routine matter for which brokers have discretion, broker non-votes will not exist for this matter. However, as further discussed under "*Will choosing not to vote my shares have the same effect as casting a vote against the Name Change Proposal, Authorized Common Stock Increase Proposal or any Adjournment Proposal*," because the Series D Convertible Preferred Stock has 20,000 votes per share on the Name Change Proposal but such votes must be counted by the Company in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock voted on the Name Change Proposal at the 2022 Annual Meeting of Stockholders, the failure of a share of Common Stock to be voted on Proposal 5 will effectively have no impact on the outcome of the vote.
- To be approved, Proposal 6, which relates to the amendment to the Company's Articles of Incorporation to increase the authorized shares to 350,000,000, must receive **FOR** votes from the holders of a majority of the voting power of the outstanding shares of Common Stock and Preferred Stock entitled to vote on the matter, voting together as a single class on the Record Date. Because this is a routine matter for which brokers have discretion, broker non-votes will not exist for this matter. Abstentions will have the same effect as an **AGAINST** vote. However, as further discussed under "*Will choosing not to vote my shares have the same effect as casting a vote against the Name Change Proposal, Authorized Common Stock Increase Proposal or any Adjournment Proposal*," because the Series D Convertible Preferred Stock has 20,000 votes per share on the Authorized Common Stock Increase Proposal but such votes must be counted by the Company in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock voted on the Authorized Common Stock Increase Proposal at the 2022 Annual Meeting of Stockholders, the failure of a share of Common Stock to be voted on Proposal 6 will effectively have no impact on the outcome of the vote.
- To be approved, Proposal 7, which relates to the approval of an adjournment of the 2022 Annual Meeting of Stockholders if the Board of Directors determined it is necessary or appropriate, to solicit additional proxies if there are insufficient votes in favor of the Authorized Common Stock Increase Proposal must receive **FOR** votes from the holders of a majority of the Common Stock and Preferred Stock present in person or represented by proxy at the 2022 Annual Meeting of Stockholders, voting together as a single class. Accordingly, abstentions with respect to this proposal will have the same effect as voting **AGAINST**. Because this is a routine matter for which brokers have discretion, broker non-votes will not exist for this matter. However, as further discussed under "*Will choosing not to vote my shares have the same effect as casting a vote against the Name Change Proposal, Authorized Common Stock Increase Proposal or any Adjournment Proposal*," because the Series D Convertible Preferred Stock has 20,000 votes per share on the Adjournment Proposal but such votes must be counted by the Company in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock voted on the Adjournment Proposal at the 2022 Annual

IMPACT OF PREFERRED STOCK ON CERTAIN PROPOSALS

In order to assist with procuring the vote necessary to effect the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal, on July 29, 2022, we closed a private placement offering in which we issued an aggregate of 375,000 shares of Preferred Stock (275,000 shares of Series C Convertible Preferred Stock and 100,000 shares of Series D Convertible Preferred Stock) to one investor. The shares of Preferred Stock have a stated value of $8.00 per share and are convertible, following the issuance date, at an initial conversion price of $1.22 per share into an aggregate of 1,803,279 shares of Common Stock upon the conversion of the Series C Convertible Preferred Stock and into an aggregate of 655,738 shares of Common Stock upon the conversion of the Series D Convertible Preferred Stock. The terms of the Series C Convertible Preferred Stock are set forth in a Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock (the "Series C Certificate of Designation"), and the terms of the Series D Convertible Preferred Stock are set forth in a Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock (the "Series D Certificate of Designation", and together with the Series C Certificate of Designation, the "Certificates of Designation"), each filed with the State of Nevada and were made effective on July 28, 2022.

The shares of Preferred Stock do not have any voting rights except with respect to the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal presented at this 2022 Annual Meeting of Stockholders and at any adjournments or postponements thereof, or on any proposal to adjourn the 2022 Annual Meeting of Stockholders, or otherwise as required by law or as set forth in the Certificates of Designation.

The Series C Certificate of Designation provides that the holders of record of our Series C Convertible Preferred Stock are entitled to one vote per share on an as-converted basis, or an aggregate of 1,803,279 votes, calculated based on an $8.00 per share stated value and using a conversion price of $1.22 per share. The holders of the Series C Convertible Preferred Stock, however, in order to comply with NYSE listing rules, have agreed that they may only submit 1,549,295 of the votes relating to the Series C Convertible Preferred Stock that they would otherwise be entitled to vote. The holders of the Series C Convertible Preferred Stock have also agreed to: (i) not transfer their shares of Series C Convertible Preferred Stock until the earlier of the date that the Authorized Common Stock Increase is effected or October 26, 2022 (which may be extended to December 31, 2022 if certain conditions are met), (ii) attend the 2022 Annual Meeting of Stockholders, (iii) submit the 1,549,295 of the votes relating to the Series C Convertible Preferred Stock that they would otherwise be entitled to vote in favor of the Name Change Proposal, Authorized Common Stock Increase Proposal and Adjournment Proposal, and (iv) upon request by the Company, grant the Company or its designee an irrevocable proxy to vote all shares of Series C Convertible Preferred Stock in favor of the Authorized Common Stock Increase.

Each holder of record of our Series D Convertible Preferred Stock is entitled to 20,000 votes per share of Series D Convertible Preferred Stock, or an aggregate of 2,000,000,000 votes; *provided*, *that*, such votes must be counted by the Company in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock are voted on each of the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal at the 2022 Annual Meeting of Stockholders. The holders of the Series D Convertible Preferred Stock have agreed to not transfer their shares of Series D Convertible Preferred Stock until the earlier of the date that the Authorized Common Stock Increase is effected or October 26, 2022 (which may be extended to December 31, 2022 if certain conditions are met), attend the 2022 Annual Meeting of Stockholders, to vote all shares of Series D Convertible Preferred Stock in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock are voted on each of the Name Change Proposal, the Authorized Common Stock Increase and the Adjournment Proposal and, upon request by the Company, grant the Company or its designee an irrevocable proxy to vote the shares of Series D Convertible Preferred Stock in accordance with the above. As an example, if 70% of the aggregate votes cast by Common Stock and Series C Convertible Preferred Stock voting on the Name Change Proposal are voted in favor thereof and 30% of the aggregate votes cast by Common Stock and Series C Convertible Preferred Stock voting on the Name Change Proposal are voted against such proposals, then 70% of the votes entitled to be cast by Series D Convertible Preferred Stock will be cast in favor of such proposal and 30% of such votes will be cast against the proposal.

The holder of the Series C Convertible Preferred Stock and Series D Convertible Preferred Stock is only entitled to vote on the Name Change Proposal, the Authorized Common Stock Increase Proposal and the Adjournment Proposal. The holder of the Series C Convertible Preferred Stock outstanding on the Record Date is entitled to a number of votes equal to the number of shares of Common Stock issuable upon conversion of such shares (whether or not such shares are then convertible) or an aggregate of 1,803,279 votes but has agreed to only submit 1,549,295 of the votes relating to the Series C Convertible Preferred Stock that they would otherwise be entitled to vote. The holder of record of our Series D Convertible Preferred Stock is entitled to 20,000 votes per share of Series D Convertible Preferred Stock or an aggregate of 2,000,000,000 votes; provided that the shares voted by holders of our Series D Convertible Preferred Stock shall be counted by us in the same proportion as the aggregate shares of Common Stock and Series C Convertible Preferred Stock are voted (excluding any shares of Common Stock that are noted voted). The Series C Convertible Preferred Stock and the Series D Convertible Preferred Stock are not entitled to convert such shares of Series C Convertible Preferred Stock and Series D Convertible Preferred Stock if it would exceed a beneficial ownership limitation of 4.99% of our outstanding shares of common stock.

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 30, 2022

SYNTHETIC BIOLOGICS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**001-12584**	**13-3808303**
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

9605 Medical Center Drive, Suite 270
Rockville, Maryland 20850
(Address of principal executive offices and zip code)

(301) 417-4364
Registrant's telephone number, including area code

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

Emerging growth company ☐

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

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

Amendment to 2020 Stock Incentive Plan

On September 30, 2022, Synthetic Biologics, Inc. (the "Company") held its 2022 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the Company's stockholders approved amendment ("Amendment No. 1") to the Company's 2020 Stock Incentive Plan (the "2020 Stock Incentive Plan") to increase the number of shares of common stock that the Company will have authority to grant under the 2020 Stock Incentive Plan by an additional 6,600,000 shares of common stock. A description of the 2020 Stock Incentive Plan, as amended, is set forth in the Company's definitive proxy statement on Schedule 14A for the Annual Meeting, which was filed on August 16, 2022 with the Securities and Exchange Commission (the "Definitive Proxy Statement"), in the section entitled "PROPOSAL 3—APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2020 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK THAT WE WILL HAVE AUTHORITY TO GRANT UNDER THE PLAN FROM 400,000 TO 7,000,000 AND TO INCREASE THE ANNUAL NON-EMPLOYEE DIRECTOR GRANT LIMIT TO 1,000,000 SHARES OF COMMON STOCK", which is incorporated herein by reference. The description of Amendment No. 1 is qualified in its entirety by reference to the full text of Amendment No. 1, a copy of which is included as an exhibit to this Current Report on Form 8-K and attached to the Definitive Proxy Statement as Appendix C.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 30, 2022, the Company held the Annual Meeting where the Company's stockholders voted on the following seven (7) proposals and cast their votes as described below. These matters are described in detail in the Definitive Proxy Statement.

The final results for Proposals 1, 2, 3, 4, 5, 6 and 7 as set forth in the Definitive Proxy Statement were as follows:

Proposal 1 — Election of Directors.

The following four (4) individuals were elected as directors, to serve until the Company's next annual meeting of stockholders and until their respective successors have been duly elected and qualified with the following votes:

Name of Director	Votes For	Withheld	Broker Non-Votes
Jeffrey J. Kraws	3,480,431	1,681,131	3,773,481
John Monahan	3,937,920	1,223,642	3,773,481
Steven A. Shallcross	4,400,101	761,461	3,773,481
Jeffrey Wolf	3,455,545	1,706,017	3,773,481

Proposal 2 — Ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.

The stockholders ratified and approved the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022 based on the votes listed below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
8,191,718	399,908	343,417	0

Proposal 3 — Approval of an Amendment to the Company's 2020 Stock Incentive Plan.

As further described above in Item 5.02 of this Current Report on Form 8-K, the stockholders approved and adopted Amendment No. 1 to the 2020 Stock Incentive Plan, which amendment increased the number of shares of common stock that the Company will have authority to grant under the 2020 Stock Incentive Plan from 400,000 to 7,000,000 shares of common stock. As a result, a maximum of 7,000,000 shares of common stock may be issued under the 2020 Stock Incentive Plan, as amended. The results of the voting for this approved proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,250,987	1,894,001	16,574	3,773,481

Proposal 4 — Approval, on an advisory basis, of the compensation of our named executive officers.

The stockholders approved the compensation of our named executive officers, on an advisory basis, based on the votes listed below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,689,085	1,443,633	28,844	3,773,481

Proposal 5 — Approval of an amendment to the Articles of Incorporation to change the name of the Company to "Theriva Biologics, Inc."

The stockholders approved the amendment to the Articles of Incorporation to change the name of the Company to Theriva Biologics, Inc. based on the votes listed below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,809,006,717	201,259,567	218,054	0

Proposal 6 — Approval of an amendment to the Articles of Incorporation to increase the number of authorized shares of common stock from 20,000,000 to 350,000,000.

The stockholders approved the amendment to the Articles of Incorporation to increase the number of authorized shares of common stock from 20,000,000 to 350,000,000 based on the votes listed below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,363,490,126	646,929,043	65,169	0

Proposal 7 — Authorization of an adjournment of the 2022 Annual Meeting of Stockholders, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of Proposal 6.

The stockholders approved the authorization of an adjournment of the Annual Meeting based on the votes listed below; however, the Board of Directors determined not to adjourn the Annual Meeting to solicit additional proxies in favor of Proposal 6:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,495,642,309	514,617,846	224,183	0

For more information about the foregoing proposals, see the Definitive Proxy Statement for the 2022 Annual Meeting of Stockholders. At the Annual Meeting, there were, represented in person or by proxy, 8,935,043 shares of common stock representing 56.39% of the voting power on the record date with respect to Proposals numbers 1, 2, 3 and 4 and shares of common stock, Series C Preferred Stock and Series D Preferred Stock representing 2,017,647,618 votes, or approximately 99.72% of the voting power on the record date with respect to Proposals 5, 6 and 7. As previously described in the Definitive Proxy Statement, the shares of Series C Preferred Stock are entitled to an aggregate of 1,803,279 votes (6.55737705 votes per share) and the shares of Series D Preferred Stock are entitled to an aggregate of 2,000,000,000 votes (20,000 votes per share) solely with respect to Proposals 5, 6 and 7, and no other voting rights except as required by law or as set forth in the Certificate of Designation for the Series C and Series D Preferred Stock.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Certificate of Amendment to the Articles of Incorporation (Name Change) (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on August 16, 2022)
10.2	Certificate of Amendment to the Articles of Incorporation (Authorized Common Stock Increase) (incorporated by reference to Appendix B to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on August 16, 2022)
10.3	Amendment No. 1 to the Synthetic Biologics, Inc. 2020 Stock Incentive Plan (incorporated by reference to Appendix C to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on August 16, 2022)
104	Cover Page Interactive Data File (embedded within the XBRL document)

SIGNATURES

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

Dated: October 3, 2022

SYNTHETIC BIOLOGICS, INC.

By: /s/ Steven A. Shallcross
Name: Steven A. Shallcross
Title: Chief Executive Officer
and Chief Financial Officer