

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): January 30, 2024

SIGYN THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55575
(Commission
File Number)

47-2573116
(IRS Employer
Identification No.)

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

92106
(Zip Code)

Registrant's telephone number, including area code: 619.368.2000

Prior address and phone number:

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

92106
(Zip Code)

619.353.0800

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

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

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

Title of each class	Trading Symbol	Name of each exchange on which registered
None	None	None

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

Emerging growth company

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

Item 3.03 Material Modification of Rights to Security Holders

To the extent required by Item. 3.03 of Form 8-K, the information contained in item 5.03 of this report is incorporated herein by reference.

Item 5.03 Amendment to Article of Incorporation or Bylaws; Change in Fiscal Year

On January 23, 2024, the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) effecting a reverse stock split as of 12:01 a.m. Eastern Standard Time on January 31, 2024 with a ratio of 1-for-40 (the “Reverse Split”). The Company’s common stock will begin trading on a post-split basis under the Company’s existing trading symbol, “SIGY,” when the market opens on January 31, 2024.

As a result of the Reverse Split, every 40 shares of the Company’s issued and outstanding common stock automatically converted into one share of common stock, without any change in the par value per share. A total of approximately 1,221,043 shares of common stock will be issued and outstanding immediately after the Reverse Split becomes effective on January 31, 2024. No fractional shares will be outstanding following the Reverse Split. Any holder who would have received a fractional share of common stock will automatically be entitled to receive an additional fraction of a share of common stock to round up to the next whole share.

In addition, effective as of the same time as the Reverse Split, proportionate adjustments were made to all then-outstanding equity awards and warrants with respect to the number of shares of common stock subject to such award or warrant and the exercise price thereof. Furthermore, the number of shares of common stock available for issuance under the Company’s equity incentive plans will be proportionately adjusted for the Reverse Split ratio, such that fewer shares will be subject to such plans.

The new CUSIP number for common stock following the Reverse Split is 82674U 205.

The text of the Certificate of Amendment is filed as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

SIGYN THERAPEUTICS, INC.

Date: January 30, 2024

By: /s/ James A. Joyce

James A. Joyce, Chairman and CEO

CERTIFICATE OF AMENDMENT
to the
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
of
SIGYN THERAPEUTICS, INC.

SIGYN THERAPEUTICS, INC., formerly known as Reign Resources Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

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

SECOND: ARTICLE IV of the Corporation's Fourth Amended and Restated Certificate shall be amended by designating the first paragraph as "Section 4.1" and inserting the following at the end of such Article, which shall read as follows:

Section 4.2 Reverse Stock Split. Effective at 12:01am on January 31, 2024 (the "Effective Time") of this Certificate of Amendment, each 40 shares of the Corporation's Common Stock, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one fully paid and nonassessable shares of common stock, par value of \$0.001 per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.

THIRD: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 23rd day of January, 2024.

SIGYN THERAPEUTICS, INC.

By: 

Name: James Joyce

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 01/23/2024
FILED 04:55 PM 01/23/2024
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