

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

**FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**TC BIOPHARM (HOLDINGS) PLC**

(Exact name of registrant as specified in its charter)

**Scotland**  
(State or other jurisdiction of  
incorporation or organization)

**8731**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Maxim 1, 2 Parklands Way  
Holytown, Motherwell, ML1 4WR  
Scotland, United Kingdom  
+44 (0) 141 433 7557**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**TC BioPharm (North America) Inc.  
c/o Business Filings, Inc.  
108 West 13<sup>th</sup> Street  
Wilmington, Delaware 19801  
(800) 981-7183**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Andrew Hudders, Esq.  
Golenbock Eiseman Assor  
Bell & Peskoe LLP  
711 Third Avenue, 17th Floor  
New York, NY 10017  
(212) 907-7300**

**Joseph Lucosky, Esq.  
Lucosky Brookman LLP  
101 Wood Avenue South  
5th Floor  
Woodbridge, NJ 08830  
(732) 395-4402  
jlucosky@lucbro.com**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-260492

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Non-accelerated filer

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 pursuant to Section 7(a)(2)(B) of the Securities Act.

\* The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered (1)(6)	Proposed maximum aggregate offering price (2)	Amount of Registration Fee
Ordinary shares, £0.01 par value (3)	\$ 1,720,946	\$ 159.54
Warrants to purchase ordinary shares (3) (4)	\$ 4,059	\$ .38
Ordinary shares, £0.01 par value, issuable upon exercise of the warrants to purchase ordinary shares, at 100% of the public offering price (3) (5)	\$ 3,474,456	\$ 322.09

Representative's warrants for ordinary shares (3) (4)	- nil	-nil
Ordinary shares, £0.01 par value, issuable upon exercise of the representative's warrants at 100% of the public offering price (3) (5)	\$ 51,629	\$ 4.79
Total fee due		\$ 486.80

- The Registrant previously registered securities on a Registration Statement on Form F-1 (File No. 333-260492), filed by the Registrant on October 26, 2021, as amended, which was declared effective on February 10, 2022. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, to register (i) ordinary shares, (ii) warrants; (iii) ordinary shares underlying the warrants, (iv) and warrants and ordinary shares underlying warrants to be issued to the representative of the underwriters are all hereby registered.
- Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act. Includes the offering price of ordinary shares represented by American Depositary Shares, or ADSs, that the Underwriters have the option to purchase to cover over-allotments, if any.
- These ordinary shares are represented by ADSs, each of which represents one ordinary share of the registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-262149). In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended ("Securities Act"), the securities being registered hereunder include such indeterminate number of ordinary shares as may be issuable with respect to the ordinary shares being registered hereunder as a result of stock splits, stock dividends or similar anti-dilutive transactions.
- The registration fee pursuant to Rule 457(g) under the Securities Act is paid with the ordinary shares as the warrants are only sold in tandem with an ordinary share.
- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(g) under the Securities Act.
- These ordinary shares are represented by ADSs, each of which represents one ordinary share of the registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-262149). In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended ("Securities Act"), the securities being registered hereunder include such indeterminate number of ordinary shares as may be issuable with respect to the ordinary shares being registered hereunder as a result of stock splits, stock dividends or similar anti-dilutive transactions. Includes ADSs that may be issued from time to time in payment of interest. Represents shares of the ADSs being offered for distribution by the security holders named in this registration statement.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

#### EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, TC BioPharm (Holdings) plc, a company formed in Scotland (the "Registrant"), is filing this Registration Statement on Form F-1 with the Securities and Exchange Commission (the "Commission"). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-260492), which the Registrant initially filed with the Commission on October 26, 2021, as amended (as amended, the "Prior Registration Statement"), and which the Commission declared effective on February 10, 2022.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of ordinary shares and warrants offered by the Registrant by (i) additional ordinary shares, (ii) additional warrants; (iii) additional ordinary shares underlying the warrants, and (iv) additional warrants and ordinary shares underlying warrants to be issued to the representative of the underwriters. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies it has reasonable grounds to believe that it meets all of the requirements for filing this amended registration statement on Form F-1 with the Securities and Exchange Commission and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Glasgow, Scotland, United Kingdom, on February 10, 2022.

TC BIOPHARM (HOLDINGS) PLC

By: /s/ Michael Leek

Dr. Michael Leek

Executive Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, this amended registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael Leek</u> Dr. Michael Leek	Executive Chairman of the Board of Directors (Principal Executive Officer)	February 10, 2022
<u>/s/ Bryan Kobel</u> Bryan Kobel	Chief Executive Officer and Director	February 10, 2022
<u>/s/ Martin Thorp</u> Martin Thorp	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	February 10, 2022

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**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the registrant has signed this registration statement or amendment thereto on February 10, 2022.

**TC BioPharm (North America) Inc.**

By: /s/ Bryan Kobel

Name: Bryan Kobel

Title: Chief Executive Officer and Director

Authorized Representative in the United States

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**EXHIBIT INDEX**

- 5.1 [Opinion of Addleshaw Goddard.](#)
- 23.1 [Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.](#)
- 23.3 [Consent of Addleshaw Goddard \(incorporated by reference to Exhibit 5.1\)](#)
- 107 [Filing Fee Table.](#)
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Our reference JACKM/KTB/350750-25  
10 February 2022

**TC BioPharm (Holdings) plc (Company)**

Maxim 1, 2 Parklands Way  
Holytown  
Motherwell  
ML1 4WR  
Scotland  
United Kingdom

Dear Sir / Madam

We are lawyers qualified to practice law in Scotland. We have acted as counsel to the Company to provide this legal opinion in connection with the Company's registration statement on Form F-1, filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), including all amendments or supplements thereto, filed with the Securities and Exchange Commission (the "Commission") under the Act (the "462 Registration Statement"), which relates to the registration, offering and sale of (a) ordinary shares of £0.01 par value each ("Ordinary Shares") in the form of American Depositary Shares ("ADS"), issued by the Bank of New York Mellon at the rate of one Ordinary Share for each ADS; (b) warrants ("Warrants"), each Warrant to purchase ordinary shares, (c) Ordinary Shares which may be issued upon exercise of the Warrants, (d) a representative warrant to purchase Ordinary Shares (the "Representative Warrant"); and (e) Ordinary Shares underlying the Representative Warrant (together the "Securities"), to be offered and sold by the Company pursuant to the terms an underwriting agreement among the Company and EF Hutton, a division of Benchmark Investments, LLC, as representative of the Several Underwriters (the "Underwriting Agreement").

**1 Documents Reviewed**

We have reviewed originals, copies or drafts of the following documents and have examined such other documents and considered such legal matters as we have deemed necessary for the purpose of rendering this legal opinion:

- 1.1 The public records of the Company on file and available for online inspection at the Registrar of Companies in Scotland on 10 February 2022 including:
- (a) the Company's original Memorandum and Articles of Association;
  - (b) the Company's Articles of Association adopted on 17 December 2021.

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- 1.2 The Company's Articles of Association which were conditionally adopted on 14 January 2022.
- 1.3 The minutes of the meeting of the board of directors of the Company held on 12 January 2022 and the draft board minutes relating to meetings of the board of directors of the Company held or to be held on 7 February 2022 and 10 February 2022 (the "Board Resolutions").
- 1.4 The resolutions of the shareholders of the Company passed at the shareholder meetings of the Company which took place on 14 January 2022 and 3 February 2022 ("Shareholder Resolutions").
- 1.5 A certificate from a Director of the Company dated 7 February 2022 (the "Director's Certificate").
- 1.6 The Registration Statement as filed with the Commission on February 10, 2022 in the form provided to us.
- 1.7 A draft of each of the Underwriting Agreement, the share certificate representing the Ordinary Shares, the warrant agent agreement relating to the Warrants ("Warrant Agreement"), the warrant certificate relating to the Warrants ("Warrant Certificate"), the Deposit Agreement (as defined in the Underwriting Agreement), and the Representative's Warrant Agreement (as defined in the Underwriting Agreement).

**2 Assumptions**

In giving this opinion we have assumed, without further verification, the completeness and accuracy of all documentation that we have reviewed. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 That the final forms of the Underwriting Agreement, the Warrant Agreement, the Warrant Certificate, the Deposit Agreement, and the Representative Warrant as signed by the parties thereto will conform in all respects to the drafts thereof as filed with the Registration Statement.
- 2.3 All signatures, initials and seals are genuine.
- 2.4 The aggregate number of all Securities to be issued will not exceed 200,000,000 Ordinary Shares and at least the nominal value of £0.01 per share is paid in cash to the Company on any subscription for any of the Securities notwithstanding the terms of any of agreement relating to the issue of the Securities.
- 2.5 The accuracy and completeness of all factual representations expressed in or implied by the documents we have examined.
- 2.6 That all public records of the Company which we have examined are accurate and that the information disclosed by the searches which we conducted against the Company at the 20 January 2022 is true and complete and that such information has not since then been altered and that such searches did not fail to disclose any information which had been delivered for registration but did not appear on the public records at the date of our searches.
- 2.7 The Board Resolutions and the Shareholder Resolutions remain in full force and effect and have not been revoked.
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2.8 There is nothing under any law (other than the law of the Scotland) which would or might affect the opinions hereinafter appearing.

Specifically, we have made no independent investigation of the laws of the USA.

### 3 **Opinion**

Based upon, and subject to, the foregoing assumptions and the qualifications set out in section 4 below, and having regard to such legal considerations as we consider relevant, we are of the opinion that:

3.1 The Company is a public company limited by shares and registered under the Companies Act 2006 (the "Act") validly existing under the laws of Scotland, and possesses the capacity to sue and be sued in its own name.

3.2 The Company is (or will on satisfaction of any conditions in the Shareholder Resolutions be and assuming the Board Resolutions have been passed) authorised to issue the Ordinary Shares to be issued by the Company as registered on the Registration Statement for issuance in connection with the ADSs and underlying the Warrants and Representative Warrant (together the foregoing are referred to as the "Securities").

3.3 The Securities have been (or will on satisfaction of any conditions in the Shareholder Resolutions be) duly authorised for issue by the shareholders of the Company, and when issued by the Directors of the Company against payment in full, of the consideration, in accordance with the terms set out in the Registration Statement, the Underwriting Agreement, the Deposit Agreement, the Warrant Agreement and the Representative Warrant, as applicable (which sum shall in all circumstances and notwithstanding the terms of such agreements be at least the nominal value of the Securities in cash), and duly registered in the Company's register of members (shareholders), such Securities will be validly authorised, issued, fully paid and non-assessable (meaning that no further sums are payable to the Company on such Securities).

### 4 **Qualifications**

The opinions expressed above are subject to the following qualifications:

4.1 The obligations of the Company may be subject to restrictions pursuant to any agreement to which it is party which has not been reviewed by us.

4.2 We make no comment with regard to any references to foreign law or statutes in the Registration Statement.

4.3 This opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion. This opinion only relates to the laws of Scotland which are in force on the date of this opinion.

### 5 **Consents**

In connection with the above opinion, we hereby consent:

5.1 To the use of our name in the Registration Statement, the prospectus constituting a part thereof and all amendments thereto under the caption "Legal Matters"; and

5.2 To the filing of this opinion as an exhibit to the Registration Statement.

This opinion may be relied upon by the addressee only. It may not be relied upon by any other person except with our prior written consent.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

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Yours faithfully



**Addleshaw Goddard LLP**

Direct line +44 (0)141 574 2371

Email [murray.jack@addleshawgoddard.com](mailto:murray.jack@addleshawgoddard.com)

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## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated December 23, 2021 (except for the retroactive effect of the 10-for-1 stock split of the Company’s ordinary shares as described in Note 1 which is dated January 14, 2022), with respect to the statement of financial position of TC BioPharm (Holdings) Limited as of October 25, 2021 and to the incorporation by reference of our report dated July 26, 2021 (except for the retroactive effect of the 10-for-1 stock split of the Company’s ordinary shares as described in Note 1 which is dated January 14, 2022), with respect to the consolidated financial statements of TC BioPharm Limited for the years ended December 31, 2020 and 2019 included in Amendment No. 6 to the Registration Statement (Form F-1 No. 333-260492) and related Public Offering Prospectus and Security Holder Prospectus of TC BioPharm (Holdings) plc for the registration of its common stock and warrants.

*/s/ Ernst & Young LLP*  
Edinburgh, United Kingdom  
February 10, 2022

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**CALCULATION OF REGISTRATION FEE**

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- (3) These ordinary shares are represented by ADSs, each of which represents one ordinary share of the registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-262149). In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended ("Securities Act"), the securities being registered hereunder include such indeterminate number of ordinary shares as may be issuable with respect to the ordinary shares being registered hereunder as a result of stock splits, stock dividends or similar anti-dilutive transactions.
- (4) The registration fee pursuant to Rule 457(g) under the Securities Act is paid with the ordinary shares as the warrants are only sold in tandem with an ordinary share.
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