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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **November 2022**

Commission File Number 001-41231

TC BIOPHARM (HOLDINGS) PLC

(Translation of registrant's name into English)

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

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Reverse Stock Split

As previously announced, on November 14, 2022, TC BioPharm (Holdings) PLC (the "Company") held a general meeting of shareholders (the "Meeting"). The purpose of the Meeting was to carry out, among other things, a proposed one for fifty reverse stock split of the ordinary share capital of the Company. The reverse stock split was approved by shareholders on November 14, 2022.

TC BioPharm (Holdings) plc has now completed a reverse stock split of one (1) new share for every fifty (50) existing shares effective November 21, 2022. As a result, our depository bank, BNY Mellon has effected a reverse stock split on the TC BioPharm (Holdings) plc American Depositary Receipt ("ADR") program. The ADR trading price increased proportionally at the open of trading on November 21, 2022, although the Company can give no assurance that the ADR trading price after the change in the reverse stock split will be equal to or greater than fifty times the ADR trading price before the change.

Effective November 21, 2022, ADR holders of TC BioPharm (Holdings) plc will be required on a mandatory basis to surrender their old ADR(s) to BNY Mellon for cancellation and exchange to receive one (1) "New" American Depositary Share ("ADS") (CUSIP: 87807D202) for every fifty (50) "Old" ADSs (CUSIP: 87807D103). Holders of ADSs in the Direct Registration System or in brokerage accounts will have their ADRs automatically exchanged and need not take any action. No fraction of an ADS will be issued. BNY Mellon will attempt to sell any fractions and distribute the cash proceeds to ADR holders. A copy of the announcement made by BNY Mellon is attached hereto as Exhibit 1.1.

In addition, the Companies public warrants (the "Warrants"), were amended in accordance with the terms of the Warrant Agreement, whereby if the Company at any time while the Warrants are outstanding, enters into a reverse stock split, an adjustment is made to the exercise price and the proportion of ADSs issued upon exercise of your Warrant in accordance with Section 5 of the Agency Agreement. As such, upon the consummation of the reverse stock split, the exercise price of the Warrants shall be increased from \$0.50 to \$25.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted from one Warrant for one ADS to fifty Warrants for one ADS such that the aggregate Exercise Price of each Warrant shall remain unchanged. A copy of the Company's Warrant repricing notice to warrant holders is attached as Exhibit 1.2.

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Signature

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, thereunto duly authorized.

TC BIOPHARM (HOLDINGS) PLC

By: /s/ Martin Thorp
Name: Martin Thorp
Title: Chief Financial Officer

Date: November 22, 2022

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Exhibits

- 1.1 [Communication from BNY Mellon to ADS holders](#)
- 1.2 [Warrant repricing notice to warrant holders](#)

Corporate Action Notice



November 16, 2022

Reverse Stock Split

TC Biopharm (Holdings) plc

ADS CUSIP: 87807D103

ADS ISIN: US87807D1037

ADS Ticker Symbol: TCBP

Ratio (ADS: Underlying Shares): 1: 1

Please be advised that TC Biopharm (Holdings) plc has announced a reverse stock split of one (1) new share for every fifty (50) existing shares effective November 21, 2022. As a result, BNY Mellon will effect a reverse stock split on the TC Biopharm (Holdings) plc American Depositary Receipt ("ADR") program.

Effective November 21, 2022, ADR holders of TC Biopharm (Holdings) plc will be required on a mandatory basis to surrender their old ADR(s) to BNY Mellon for cancellation and exchange to receive one (1) "New" American Depositary Share ("ADS") (CUSIP: 87807D202) for every fifty (50) "Old" ADSs (CUSIP: 87807D103). Holders of ADSs in the Direct Registration System or in brokerage accounts will have their ADRs automatically exchanged and need not take any action. No fraction of an ADS will be issued. BNY Mellon will attempt to sell any fractions and distribute the cash proceeds to ADR holders.

Below are the pertinent details:

Effective date: November 21, 2022

Exchange Rate: one (1) new ADS for every fifty (50) old ADSs

Old CUSIP: 87807D103

New CUSIP: 87807D202

Cancellation Fee: \$0.000000

Please note: The existing ratio of one (1) ADS representing one (1) ordinary share will remain the same.

BNY Mellon's books will be closed for all issuance and cancellation transactions on CUSIP: 87807D103 as of the close of business November 18, 2022. BNY Mellon expects to open the books on CUSIP: 87807D202 on November 21, 2022.

To learn more about DRs, please contact DRBrokerSolutions@bnymellon.com or visit our website at adrbnymellon.com.

PLEASE SEE INVESTOR DISCLOSURE ON LAST PAGE.

Investor Disclosure

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Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities.

BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and any deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to an issuer to reimburse and/or share revenue from the fees collected from DR holders, or waive fees and expenses to an issuer for services provided, generally related to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may pay a rebate to brokers in connection with unsponsored DR issuances; brokers may or may not disclose or pass back some or all of such rebate to the DR investor. BNY Mellon may also use brokers, dealers or other service providers that are affiliates and that may earn or share fees and commissions.

BNY Mellon may execute DR foreign currency transactions itself or through its affiliates, or the Custodian or the underlying Company may execute foreign currency transactions and pay US dollars to BNY Mellon. In those instances where it executes DR foreign currency transactions itself or through its affiliates, BNY Mellon acts as principal counterparty and not as agent, advisor, broker or fiduciary. In such cases, BNY Mellon has no obligation to obtain the most favorable exchange rate, makes no representation that the rate is a favorable rate and will not be liable for any direct or indirect losses associated with the rate. BNY Mellon earns and retains revenue on its executed foreign currency transactions based on, among other things, the difference between the rate it assigns to the transaction and the rate that it pays and receives for purchases and sales of currencies when buying or selling foreign currency for its own account. The methodology used by BNY Mellon to determine DR conversion rates is available to registered Owners upon request or can be accessed at https://www.adrbnymellon.com/us/en/news-and-publications/dr-issuers/drs_foreign_exchange_pricing_disclosure.pdf.

In those instances where BNY Mellon's Custodian executes DR foreign currency transactions, the Custodian has no obligation to obtain the most favorable exchange rate or to ensure that the method by which the rate will be determined will be the most favorable rate, and BNY Mellon makes no representation that the rate is the most favorable rate and will not be liable for any direct or indirect losses associated with the rate. In certain instances, BNY Mellon may receive dividends and other distributions from an issuer of securities underlying DRs in U.S. dollars rather than in a foreign currency. In such cases, BNY Mellon will not engage in or be responsible for any foreign currency transactions and it makes no representation that the rate obtained by an issuer is the most favorable rate and it will not be liable for any direct or indirect losses associated with the rate.

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November 21, 2022

VIA OVERNIGHT MAIL

The Holders of Warrants to Purchase American Depositary Shares issued pursuant to the terms of that certain warrant agent agreement, dated February 10, 2022 (collectively, the "Holders"):

To Whom It May Concern:

You are receiving this letter since you are a holder of record as of November 18, 2022 of certain warrants to purchase American Depositary Shares (each a "Warrant" and collectively, the "Warrants") of the Company which are publicly traded on the NASDAQ Capital Market LLC under the symbol "TCBPW." Reference is made to that certain warrant agent agreement, dated February 10, 2022 (the "Agency Agreement"), between TC Biopharm (Holdings) plc (the "Company") and Computershare, Inc. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them as set forth in the Agency Agreement

Section 4 of the Agency Agreement provides that the Exercise Price covered by each Warrant outstanding is subject to adjustment from time to time as provided in Section 5 of the Warrant Certificate. Section 5(a)(iii) of the Warrant Certificate provides that if the Company at any time while the Warrants are outstanding, enters into an agreement to combine (including by way of reverse stock split) outstanding Ordinary Shares into a smaller number of shares, then with the consummation of such combination of the Ordinary Shares, the Exercise Price shall be multiplied by a fraction of which the numerator shall be the number of Ordinary Shares and such other capital stock of the Company (excluding treasury shares, if any) outstanding immediately before such event and of which the denominator shall be the number of Ordinary Shares and such other capital stock of the Company (excluding treasury shares, if any) outstanding immediately after such event, and the number of ADSs issuable upon exercise of this Warrant shall be proportionately adjusted such that the aggregate Exercise Price of this Warrant shall remain unchanged. Any adjustment made pursuant to this Section 5(a) shall become effective immediately after the record date for the determination of shareholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

On November 18, 2022, the Company, following shareholder approval, completed a 50 for 1 share consolidation ('Share Consolidation').

As a result of the Share Consolidation, an adjustment was made to the exercise price and the proportion of ADSs issued upon exercise of your Warrant in accordance with Section 5 of the Agency Agreement.

Upon completion of the Share Consolidation, the exercise price of your Warrants will increase from \$0.50 to \$25.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted from one Warrant for one ADS to fifty Warrants for one ADS such that the aggregate Exercise Price of each Warrant shall remain unchanged.

Please attach this notice to your certificate representing Warrant to record the adjustment of the exercise price and the proportion of ADSs issued upon exercise of your Warrant. Please note that no further action is required on your part as the books of the Company have been adjusted to reflect the adjustments described in this notice.

Very truly yours,

TC BIOPHARM (HOLDINGS) PLC

Name: Martin Thorp
 Title: CFO