
**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 **August 2024**

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

ADS Ratio Change

As previously announced, on July 31, 2024, TC BioPharm (Holdings) PLC (the "Company") changed its ratio of its American Depositary Shares ("ADSs") to ordinary shares from one (1) ADS representing twenty (20) ordinary shares to one ADS representing two hundred (200) ordinary shares (the "ADS Ratio Change"). The ADS Ratio Change became effective on August 5th, 2024 (the "Effective Date").

For the ADS holders, the ADS Ratio Change has the same effect as a one-for-10 reverse ADS split. The ADS Ratio Change has no impact on the Company's underlying ordinary shares, and no ordinary shares will be issued or cancelled in connection with the ADS Ratio Change.

On the Effective Date, holders of the ADSs were required to surrender and exchange every ten (10) ADSs then held for one (1) new ADS. The Bank of New York Mellon, as the depositary bank for the Company's ADS program (the "Depositary"), arranged for the exchange. The ADSs continue to be traded on Nasdaq Capital Market under the symbol "TCBP."

No fractional new ADSs were issued in connection with the change in the ADS ratio. Instead, fractional entitlements to new ADSs were aggregated and sold by the Depositary and the net cash proceeds from the sale of the fractional ADS entitlements (after deduction of fees, taxes and expenses) will be distributed to the applicable ADS holders by the Depositary.

As a result of the ADS Ratio Change, the ADS trading price is expected to increase proportionally, although the Company can give no assurance that the ADS trading price after the ADS Ratio Change will be proportionally equal to or greater than the previous' ADS trading price prior to the change.

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 ratio change, 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 ratio change, the exercise price of the Warrants shall be increased from \$500.00 to \$5,000.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted from one thousand Warrants for one ADS to ten thousand 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 99.1.

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: August 8, 2024

Exhibits

99.1 [Warrant repricing notice to warrant holders](#)



TC BioPharm (Holdings) plc
Maxim 1,2 Parklands Way, Maxim Park, Eurocentral, ML1 4WR
Tel: 0141 433 7557 | Email: info@tcbiopharm.com

August 5, 2024

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 August 5, 2024 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 August 5, 2024, the Company changed the ratio of its American Depositary Shares ("ADSs") to ordinary shares from one (1) ADS representing twenty (20) ordinary share to one ADS representing two hundred (200) ordinary shares (the "ADS Ratio Change").

As a result of the ADS Ratio Change, 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 ADS Ratio Change, the exercise price of your Warrants will increase from \$500.00 to \$5,000.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted from one thousand Warrants for one ADS to ten thousand 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

A handwritten signature in blue ink, appearing to read "Martin Thorp", is written over a horizontal line.

Name: Martin Thorp
Title: CFO