
**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 Number)

**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 13th Street
Wilmington, Delaware 19801
(800) 981-7183**

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

Copy of all communications including communications sent to agent for service, should be sent to:

**Richard A. Friedman, Esq.
Stephen Cohen, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112
Telephone: (212) 653-8700
Facsimile: (212) 653-8701**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-281613

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 an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

The 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 BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, TC Biopharm (Holdings) PLC (the "Company") is filing this Registration Statement on Form F-1 (this

“Registration Statement”) 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 F-1, as amended (File No. 333-281613) (the “Prior Registration Statement”), which was originally filed with the Commission on August 16, 2024, and which the Commission declared effective on August 28, 2024.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of securities to be offered by the Registrant in the public offering by \$2,000,000. The additional securities that are being registered for issuance and 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 to the Prior Registration Statement 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.

EXHIBIT INDEX

Exhibits	Description
5.1	Opinion of Addleshaw Goddard LLP
5.2	Opinion of Sheppard, Mullin, Richter & Hampton LLP
23.1	Consent of Marcum LLP
23.2	Consent of Addleshaw Goddard LLP (included in Exhibit 5.1)
23.3	Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.2)
24.1	Power of Attorney (included on the signature page of the Prior Registration Statement filed on August 16, 2024)
107	Filing Fee Table

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 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 August 28, 2024.

TC BIOPHARM (HOLDINGS) PLC

By: /s/ Bryan Kobel

Name: Bryan Kobel

Title: Chief Executive Officer

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

Signature	Title	Date
<u>/s/ Bryan Kobel</u> Bryan Kobel	Chief Executive Officer and Director (Principal Executive Officer)	August 28, 2024
<u>/s/ Martin Thorp</u> Martin Thorp	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 28, 2024
<u>/s/ *</u> James Culverwell	Non-Executive Director	August 28, 2024
<u>/s/ *</u> Arlene Morris	Chair of the Board and Non-Executive Director	August 28, 2024

* Pursuant to power of attorney

By: /s/ Bryan Kobel
Bryan Kobel
Attorney-in-fact

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 August 28, 2024.

TC BioPharm (North America) Inc.

By: /s/ Bryan Kobel

Name:

Bryan Kobel

Title:

Chief Executive Officer and Director

Authorized Representative in the United States



Our reference JACKM/374423-5

28 August 2024

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, with the Securities and Exchange Commission (the "**Registration Statement**"), which relates to the registration, offering and sale of (a) ordinary shares of £0.0001 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 twenty Ordinary Shares for each ADS; (b) warrants ("**Warrants**"), each Warrant to purchase Ordinary Shares pursuant to the terms of the Warrant Instrument, and the Pre-Funded Warrant Instrument (each as defined below); (c) Ordinary Shares which may be issued upon exercise of the Warrants (together the "**Underlying Securities**"), offered and sold by the Company pursuant to the terms of the SPA (as defined below).

1 Documents Reviewed

We have reviewed originals, copies or drafts of the following documents:

- 1.1 The public records of the Company on file and available for online inspection at the Registrar of Companies in Scotland on 28 August 2024 including:
 - (a) the Company's original Memorandum and Articles of Association;
 - (b) the Company's Articles of Association adopted on 15 February 2022 and amended on 14 November 2022.
- 1.2 The resolutions of the shareholders of the Company passed at the shareholder meetings of the Company which took place on 14 January 2022, 3 February 2022, and 14 November 2022 ("**Shareholder Resolutions**").
- 1.3 A draft of each of:
 - (a) the securities purchase agreement to be entered into between the Company and each of the several purchasers signatory thereto ("**SPA**");
 - (b) the Series H warrant to purchase Ordinary Shares represented by ADSs by the Company ("**H Warrant Instrument**"); and

Addleshaw Goddard LLP, Cornerstone, 107 West Regent Street, Glasgow G2 2BA
Tel +44 (0)141 221 2300 Fax +44 (0)141 221 5800 DX GW120 Glasgow
www.addleshawgoddard.com

Addleshaw Goddard LLP is a limited liability partnership registered in England and Wales (with registered number OC318149) and is authorised and regulated by the Solicitors Regulation Authority (with authorisation number 440721) and the Law Society of Scotland. A list of members is open to inspection at our registered office, Milton Gate, 60 Chiswell Street, London EC1Y 4AG. The term partner refers to any individual who is a member of any Addleshaw Goddard entity or association or an employee or consultant with equivalent standing based on their experience and/or qualifications.

TC BioPharm (Holdings) plc

28 August 2024

- (c) the pre-funded warrant to purchase Ordinary Shares represented by ADSs by the Company ("**Pre-Funded Warrant Instrument**").

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 SPA, the H Warrant Instrument, and the Pre-Funded Warrant Instrument, provided by the parties thereto will conform in all respects to the drafts thereof as filed with the Registration Statement and will be executed by the parties.
- 2.3 All signatures, initials and seals are genuine.
- 2.4 The accuracy and completeness of all factual representations expressed in or implied by the documents we have examined.
- 2.5 That all public records of the Company which we have examined are accurate and that the information disclosed by the online search which we conducted against the Company on 28 August 2024 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.
- 2.6 The Shareholder Resolutions remain in full force and effect and have not been revoked and that the following the issue of Ordinary Shares pursuant to the SPA, the Pre-Funded Warrant Instrument, and the H Warrant Instrument, and pursuant to all other instruments to which the Company is party the issued share capital of the Company shall not exceed £2,000,000 in nominal value.

- 2.7 The Company shall receive at least the nominal value of each Ordinary Share in cash in return for issuing Ordinary Shares pursuant to the SPA, the Pre-Funded Warrant Instrument, and the H Warrant Instrument.
- 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, subject to board approval, authorised to issue the Ordinary Shares to be issued by the Company for issuance in connection with the ADSs and the Underlying Securities.

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TC BioPharm (Holdings) plc

28 August 2024

- 3.3 The Underlying Securities are authorised for issue by the shareholders of the Company subject to board approval, and when their issue is approved by the board of the Company against payment in full, in accordance with the terms set out in the SPA, the Pre-Funded Warrant Instrument, and the H Warrant Instrument, as applicable (which payment shall in all circumstances and notwithstanding the terms of such agreements/instruments represent at least the nominal value of the Underlying Securities in cash), and duly registered in the Company's register of members (shareholders), such Underlying Securities will be validly authorised, issued, fully paid and non-assessable (meaning that no further sums are payable to the Company on such Underlying 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.

Yours faithfully,



Addleshaw Goddard LLP

Direct line +44 (0)141 574 2371
Email murray.jack@addleshawgoddard.com

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 30 Rockefeller Plaza
 New York, New York 10112-0015
 212.653.8700 main
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 www.sheppardmullin.com

August 28, 2024

VIA EDGAR

TC Biopharm (Holdings) PLC
 Maxim 1, 2 Parklands Way
 Holytown, Motherwell, ML1 4WR
 Scotland, United Kingdom

Re: Registration Statement on Form F-1

Ladies and Gentlemen:

We have acted as counsel to TC Biopharm (Holdings) PLC, a public limited company incorporated in Scotland pursuant to the Companies Act 2006, as amended (the "Company"), in connection with the issuance of this opinion that relates to a Registration Statement on Form F-1 (the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the Company's Registration Statement on Form F-1, as amended (File No. 333-281613), initially filed by the Company with the Commission on August 16, 2024 and declared effective by the Commission on August 28, 2024. This Registration Statement covers the registration of the proposed offer and sale by the Company of up to \$2,000,000 in maximum aggregate offering price of American depositary shares (the "ADSs") of the Company, which consist of (i) ADSs, (ii) ADSs that may be issuable upon exercise of pre-funded warrants (the "Pre-Funded Warrants"), and (iii) ADSs that may be issuable upon exercise of series H warrants (the "Series H Warrants," and together with the Pre-Funded Warrants, the "Warrants"). Each ADS represents two hundred (200) ordinary shares, £0.0001 par value per ordinary share, of the Company.

We are acting as U.S. securities counsel for the Company in connection with the Registration Statement. This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus.

In connection with the issuance of this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and of public officials.

In our examination, we have assumed (a) the genuineness of all signatures, including endorsements, (b) the legal capacity and competency of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties, (c) the authenticity of all documents submitted to us as originals, (d) the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies; (e) the accuracy, completeness and authenticity of certificates of public officials; (f) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (g) that, as set forth in a separate opinion delivered to the Company on the date hereof by Addleshaw Goddard LLP, UK counsel to the Company, the Warrants have been duly authorized; and (h) the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties.

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Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that:

1. The ADSs and Warrants, including any ADSs issuable upon exercise of the Warrants, if and when issued and paid for in accordance with their respective terms, constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms.

Our opinion set forth in paragraph 1 above is subject to (i) the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, (ii) general equitable principles (whether considered in a proceeding in equity or at law) and (iii) an implied covenant of good faith and fair dealing.

Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Warrants or any other agreements or transactions that may be related thereto or contemplated thereby. We are expressing no opinion as to any obligations that parties other than the Company may have under or in respect of the Warrants or as to the effect that their performance of such obligations may have upon any of the matters referred to above. No opinion may be implied or inferred beyond the opinion expressly stated above.

The opinion we render herein is limited to those matters governed by New York law as of the date hereof and we disclaim any obligation to revise or supplement the opinion rendered herein should the above-referenced laws be changed by legislative or regulatory action, judicial decision, or otherwise. We express no opinion as to whether, or the extent to which, the laws of any particular jurisdiction apply to the subject matter hereof. We express no opinion as to matters governed by any laws other than New York law.

This opinion letter is rendered as of the date first written above, and we disclaim any obligation to advise you of facts, circumstances, events, or developments that hereafter may be brought to our attention or that may alter, affect, or modify the opinion expressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also hereby consent to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the General Rules and Regulations under the Securities Act. It is understood that this opinion is to be used only in connection with the offer and sale of the Shares being registered while the Registration Statement is effective under the Securities Act.

Respectfully submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP

Sheppard, Mullin, Richter & Hampton LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of TC BioPharm (Holdings) plc on Form F-1 of our report dated April 1, 2024, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of TC BioPharm (Holdings) plc as of December 31, 2023 and 2022 and for the years ended December 31, 2023 and 2022 appearing in the Annual Report on Form 10-K of TC BioPharm (Holdings) plc for the year ended December 31, 2023. Our report on the consolidated financial statements refers to a change in reporting framework from International Financial Reporting Standards as issued by the International Accounting Standards Board to accounting principles generally accepted in the United States of America.

/s/ Marcum llp

Marcum llp
New York, NY
August 28, 2024

Calculation of Filing Fee Tables

Form F-1
(Form Type)

TC Biopharm (Holdings) PLC
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to be paid	Equity	Ordinary Shares, par value £0.0001 per share (1)(2)(3)	457(o)	\$ 1,000,000.00	\$.00014760	\$ 147.60
	Other	Series H Warrants to purchase American Depositary Shares (4)	457(g)	—	—	\$ 0.00
	Equity	Ordinary Shares issuable upon exercise of Series G Warrants (1)(2)	457(o)	\$ 1,000,000.00	\$.00014760	\$ 147.60
	Other	Pre-Funded Warrants to purchase American Depositary Shares (4)	457(g)	—	—	\$ 0.00
	Equity	Ordinary Shares issuable upon exercise of Pre-Funded Warrants (1)(2)(3)	457(o)	—	—	\$ 0.00
		Total Offering Amounts				\$ 2,000,000.00
		Total Fees Previously Paid				\$ 0
		Total Fee Offsets				\$ 0
		Net Fee Due				\$ 295.20

- (1) Represents the maximum number of ordinary shares, represented by American Depositary Shares (“ADSs”), each representing two hundred (200) ordinary shares, offered in this Registration Statement.
- (2) This Registration Statement includes an indeterminate number of additional ordinary shares issuable for no additional consideration pursuant to any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of outstanding ordinary shares. In the event of a stock split, stock dividend or similar transaction involving our common stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”).
- (3) The proposed maximum aggregate offering price of the ADSs will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded warrants issued in the offering, and the proposed maximum aggregate offering price of the pre-funded warrants to be issued in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any ADS issued in the offering. Accordingly, the proposed maximum aggregate offering price of the ADSs and pre-funded warrants (including the ordinary shares issuable upon exercise of the pre-funded warrants), if any, is \$2,000,000.00.
- (4) No separate registration fee required pursuant to Rule 457(g) under the Securities Act