
**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 **February 2025**

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 February 5, 2025, TC BioPharm (Holdings) PLC (the “Company”) changed its ratio of its American Depositary Shares (“ADSs”) to ordinary shares from one (1) ADS representing two hundred (200) ordinary shares to one ADS representing four thousand (4,000) ordinary shares (the “ADS Ratio Change”). The ADS Ratio Change became effective on February 10, 2025 (the “Effective Date”).

For the ADS holders, the ADS Ratio Change has the same effect as a one-for-20 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 twenty (20) 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 \$4,000.00 to \$80,000.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted from twelve thousand five hundred Warrants for one ADS to two hundred and fifty 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 99.2.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated February 5, 2025
99.2	Repricing Notice for Holders of Public Warrants

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: February 10, 2025

TCBP to Implement ADS Ratio Change

EDINBURGH, Scotland, Feb. 5, 2025 — TC BioPharm (Holdings) PLC (“TC BioPharm” or the “Company”) (NASDAQ: TCBP) a clinical-stage biotechnology company developing platform allogeneic gamma-delta T cell therapies for cancer and other indications, today announced that it will change its ratio of its American Depositary Shares (“ADSs”) to ordinary shares from one (1) ADS representing two hundred (200) ordinary shares to one ADS representing four thousand (4,000) ordinary shares (the “ADS Ratio Change”). The ADS Ratio Change is expected to become effective on February 10, 2025, U.S. Eastern Time.

The ADS Ratio Change will have the same effect as a 1-for-20 reverse ADS split for the ADS holders. The ADS Ratio Change will not impact the Company’s underlying ordinary shares, and no ordinary shares will be issued or canceled in connection with the ADS Ratio Change.

On the Effective Date, holders of the ADSs will be required to surrender and exchange every twenty (20) ADSs, held for one (1) new ADS. The Bank of New York Mellon, as the depositary bank for the Company’s ADS program (the “Depositary”), will arrange for the exchange. The ADSs will continue to be traded on Nasdaq Capital Market under the symbol “TCBP.”

No fractional new ADSs will be issued in connection with the change in the ADS ratio. Instead, fractional entitlements to new ADSs will be 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. However, 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 before the change.

About TC BioPharm (Holdings) PLC

TC BioPharm is a clinical-stage biopharmaceutical company focused on discovering, developing, and commercializing gamma-delta T-cell therapies for cancer treatment with human efficacy data in acute myeloid leukemia. Gamma-delta T cells are naturally occurring immune cells that embody properties of both the innate and adaptive immune systems and can intrinsically differentiate between healthy and diseased tissue.

TC BioPharm is the leader in developing gamma-delta T cell therapies and the first company to conduct phase II/pivotal clinical studies in oncology. The Company is conducting two investigator-initiated clinical trials for its unmodified gamma-delta T cell product line - Phase 2b/3 pivotal trial in the treatment of acute myeloid leukemia using the Company’s proprietary allogeneic CryoTC technology to provide frozen product to clinics worldwide.

Forward-Looking Statements for TC BioPharm

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K that do not relate to matters of historical fact should be considered forward-looking statements, including without limitation statements regarding the Company’s intent or ability to affect any budget savings or execute on any M&A or capital raising strategy. These statements are based on management’s current assumptions and are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. For other important factors that could cause actual results to differ materially from the forward-looking statements in this Current Report on Form 8-K, please see the risks and uncertainties identified under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, and our other reports filed with the SEC, all of which is available on the Company’s Investor Relations website at www.tcbiopharm.com and on the SEC website at www.sec.gov. All forward-looking statements reflect the Company’s beliefs and assumptions only as of the date of this press release. The Company undertakes no obligation to update forward-looking statements to reflect future events or circumstances.

Contacts

TC BioPharm

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February 10, 2025

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 February 7, 2025 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 February 10, 2025, the Company changed the ratio of its American Depositary Shares (“ADSs”) to ordinary shares from one (1) ADS representing two hundred (200) ordinary share to one ADS representing four thousand (4,000) 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 \$4,000.00 to \$80,000.00 and the proportion of ADSs issued upon exercise of each Warrant will be proportionally adjusted (to reflect the combined effect of the ADS Ratio Change coupled with the 1 for 50 consolidation (reverse share split) of Ordinary shares carried out on November 18, 2022) from twelve thousand five hundred Warrants for one ADS to two hundred and fifty 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

Name: Martin Thorp
 Title: CFO