

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 18, 2023**

SUNSHINE BIOPHARMA, INC.
(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction
of incorporation)

001-41282
(Commission File Number)

20-5566275
(IRS Employer ID No.)

6500 Trans-Canada Highway
4th Floor
Pointe-Claire, Quebec, Canada H9R0A5
(Address of principal executive offices) (zip code)

(514) 426-6161
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.001	SBFM	The Nasdaq Stock Market LLC
Common Stock Purchase Warrants	SBFMW	The Nasdaq Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On October 18, 2023, Sunshine Biopharma, Inc. (the “Company”) entered into an amendment to the Warrant Agent Agreement, dated February 17, 2022 (the “Warrant Agent Agreement”), between the Company and Equiniti Trust Company to (i) reduce the exercise price of the outstanding warrants issued by the Company on February 17, 2022 to \$0.11, subject to further adjustment as provided therein, and (ii) eliminate the provision under the Warrant Agent Agreement that prohibits the Company’s chief executive officer, Dr. Steve N. Slilaty, from exercising his voting rights under his Series B Preferred Stock of the Company.

Item 9.01 Financial Statements and Exhibits

(b) Exhibits. The following exhibits are included in this report:

<u>No.</u>	<u>Description</u>
10.1	Amendment to Warrant Agent Agreement
104	Cover Page Interactive Data File (formatted in iXBRL)

SIGNATURES

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 hereunto duly authorized.

Dated: October 20, 2023

SUNSHINE BIOPHARMA, INC.

By: /s/ Dr. Steve N. Slilaty
Dr. Steve N. Slilaty, Chief Executive Officer

Exhibit 10.1

AMENDMENT NO. 1 TO WARRANT AGENT AGREEMENT

This Amendment No. 1 to Warrant Agent Agreement (this “Amendment”) dated this 18th day of October, 2023, by and among Sunshine Biopharma, Inc., a Colorado corporation (the “Company”) and Equiniti Trust Company (the “Warrant Agent”).

WHEREAS, the Company and the Warrant Agent are parties to the warrant agent agreement, dated February 17, 2022 (the “Warrant Agent Agreement”);

WHEREAS, the Company and the Warrant Agent desire to amend the Warrant Agent Agreement as more particularly set forth below;

WHEREFORE, the parties do hereby agree as follows:

1. Section 3.1 of the Warrant Agent Agreement is hereby amended and restated to read as follows:

3.1. Exercise Price. Each Warrant shall entitle the Holder, subject to the provisions of the applicable Warrant Certificate and of this Warrant Agreement, to purchase from the Company the number of shares of Common Stock stated therein, at the price of \$0.001 per whole share, with respect to the Pre-Funded Warrants, or \$0.11 with respect to the Tradeable Warrants, subject to the subsequent adjustments provided in the Global Warrant. The term “Exercise Price” as used in this Warrant Agreement refers to the price per share at which shares of Common Stock may be purchased at the time a Warrant is exercised.

2. Section 6.2 of the Warrant Agent Agreement is hereby amended and restated to read as follows:

6.2 Reserved.

3. Except as modified herein, the terms of the Warrant Agent Agreement shall remain in full force and effect.

4. This Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and shall be binding upon all parties, their successors and assigns, and all of which taken together shall constitute one and the same Amendment. A signature delivered by facsimile or email shall constitute an original.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

SUNSHINE BIOPHARMA, INC.

By: /s/ Dr. Steve N. Slilaty
Name: Dr. Steve N. Slilaty
Title: CEO

EQUINITI TRUST COMPANY

By: /s/ Toula K. Akladios
Name: Toula K. Akladios
Title: Senior Vice President Relationship Director