

**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): January 9, 2023**

**Biora Therapeutics, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39334**  
(Commission  
File Number)

**27-3950390**  
(IRS Employer  
Identification No.)

**4330 La Jolla Village Drive, Suite 300**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92122**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (833) 727-2841**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BIOR	The Nasdaq Global Market

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 3.03. Material Modification to Rights of Security Holders.**

The disclosure set forth in Item 5.03 below is hereby incorporated herein by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 9, 2023, Biora Therapeutics, Inc. (the “*Company*”) filed a Certificate of Elimination of Series X Preferred Stock (the “*Certificate of Elimination*”) with the Secretary of State of the State of Delaware, which, effective immediately upon filing, eliminated all matters set forth in the Certificate of Designation of Series X Preferred Stock filed with the Secretary of State of the State of Delaware on November 21, 2022.

The foregoing description of the Certificate of Elimination does not purport to be complete and is subject to and qualified in its entirety by reference to the Certificate of Elimination, a copy of which is attached hereto as Exhibit 3.1, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 [Certificate of Elimination of Series X Preferred Stock](#)

104 Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

**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.

Date: January 9, 2023

Biora Therapeutics, Inc.

By: /s/ Eric d'Esparbes

Eric d'Esparbes

Chief Financial Officer

**BIORA THERAPEUTICS, INC.**  
**CERTIFICATE OF ELIMINATION**  
**OF**  
**SERIES X PREFERRED STOCK**

Pursuant to Section 151(g) of the  
General Corporation Law of the State of Delaware

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), Biora Therapeutics, Inc. (the "Company"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law, hereby certifies as follows:

1. That, at a meeting of the Board of Directors of the Company, resolutions were duly adopted setting forth the proposed elimination of the series of stock as set forth herein:

**NOW, THEREFORE BE IT RESOLVED**, that, immediately following the Effective Time, the officers of the Company be, and each of them hereby is, authorized, personally or by attorney, in the name and on behalf of the Company, to execute, deliver and cause to be filed with the Secretary of State of the State of Delaware a Certificate of Elimination, in substantially the form attached hereto as Exhibit A, pursuant to the provisions of Section 151(g) of the General Corporation Law for the purpose of eliminating from the Company's Certificate of Incorporation all matters set forth in the Certificate of Designation with respect to the Series X Preferred Stock.

2. That the Certificate of Designation with respect to the Series X Preferred Stock was filed with the Secretary of State of the State of Delaware on November 21, 2022 (the "Certificate of Designation").
3. That none of the authorized shares of the Series X Preferred Stock are outstanding, and none will be issued.
4. That, in accordance with the provisions of Section 151(g) of the General Corporation Law, the Company's Eighth Amended and Restated Certificate of Incorporation, as amended, is hereby further amended to eliminate all matters set forth in the Certificate of Designation with respect to the Series X Preferred Stock.

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Elimination to be signed by its Chief Executive Officer this 9th day of January, 2023.

By: /s/ Aditya P. Mohanty  
Aditya P. Mohanty  
Chief Executive Officer