

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)

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

Reverse Stock Split

On June 5, 2023, Bone Biologics Corporation (the “Company”) filed an amendment to its Certificate of Incorporation, as amended, (the “Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-30 reverse stock split of its outstanding common stock and warrants. The Amendment was effective on June 5, 2023 (the “Effective Time”). The Amendment was authorized by stockholders holding a majority of the voting power of our common stock by a written consent on May 1, 2023.

The Amendment provides that, at the Effective Time, every 30 shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share. The reverse split will affect all shares of the Company’s common stock outstanding immediately prior to the Effective Time. As a result of the reserve stock split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and warrants issued by the Company and outstanding immediately prior to the Effective Time, which will result in a proportionate decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the Effective Time will be reduced proportionately.

No fractional shares will be issued as a result of the reverse stock split. Any fractional share resulting from the reverse stock split will be rounded up to the nearest whole share. The reverse stock split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock (except to the extent that the reverse stock split results in any stockholder owning only a fractional share).

The Company’s common stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on Wednesday, June 7, 2023. The new CUSIP number for the Company’s common stock following the reverse stock split is 098070402. The Company’s publicly traded warrants will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on Wednesday, June 7, 2023. The new CUSIP number for the Company’s warrants following the reverse stock split is 098070154.

The Certificate of Amendment is filed as Exhibit 3.1 hereto and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Bone Biologics Corporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 6, 2023

BONE BIOLOGICS CORPORATION

By: /s/ JEFFREY FRELICK
Jeffrey Frelick, Chief Executive Officer

BONE BIOLOGICS CORPORATION
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Bone Biologics Corporation (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the “**DGCL**”), does hereby certify as follows:

FIRST: Article 5 of the Corporation’s Certificate of Incorporation, filed with the Secretary of State of Delaware on October 18, 2007, as amended on July 28, 2014, September 22, 2014, July 16, 2018 and October 8, 2021, shall be amended to add the following paragraph to Article 5:

“Upon the filing and effectiveness (the “**Effective Time**”) pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Certificate of Incorporation of the Corporation, each thirty (30) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the “**Reverse Stock Split**”). No fractional shares shall be issued in connection with the Reverse Stock Split. No certificates representing fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split and all certificates that otherwise would represent fractional shares shall be rounded up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“**Old Certificates**”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.”

SECOND: This Certificate of Amendment shall become effective on June 5, 2023.

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name as of June 1, 2023.

Bone Biologics Corporation

By: /s/ Jeffrey Frelick
Name: Jeffrey Frelick
Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
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