

AXIM BIOTECHNOLOGIES, INC.

Form 10-Q/A

August 17, 2018

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the quarterly period ended June 30, 2018**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-54296

**AXIM Biotechnologies, Inc.**

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(Exact name of registrant as specified in its charter)

**Nevada**

**27-4029386**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

**45 Rockefeller Plaza, 20<sup>th</sup> Floor, Suite 83**

**New York, NY 10111**

(Address of principal executive offices)

**(212) 332-1677**

(Registrant's telephone number, including area code)

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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated Filer  Accelerated Filer  Non-accelerated filer  Smaller reporting Company  Emerging growth Company

reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
 No

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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Exchange Act of 1934 after the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 58,080,749 of common stock, par value \$0.0001 per share, outstanding as of August 10, 2018.

**EXPLANATORY NOTE**

The sole purpose of this Amendment # 1 to the Quarterly Report on Form 10-Q ("Form 10-Q") for the period ended June 30, 2018, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to the Form 10-Q provides the financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment #1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise

are not subject to liability under those sections.

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**PART II — OTHER INFORMATION****Item 6. Exhibits.**

| <b>Exhibits</b>   | <b>Exhibit #</b> | <b>Incorporated by Reference<br/>(Form Type)</b> | <b>Filing Date</b> | <b>Filed with This Report</b> |
|---|------------------|--|--------------------|-------------------------------|
| Articles of Incorporation, as filed with the Nevada Secretary of State on November 18, 2010.  | <u>3.1</u>       | 10-Q   | 11/14/2014         |                               |
| Certificate of Amendment, as filed with the Nevada Secretary of State on July 24, 2014.   | <u>3.2</u>       | 10-Q   | 11/14/2014         |                               |
| Amended and Restated (As of August 17, 2016) Bylaws of AXIM Biotechnologies, Inc.   | <u>3.3</u>       | 10-Q   | 8/22/2016          |                               |
| Certificate of Designation of Series B Preferred Stock  | <u>3.4</u>       | 10-Q   | 8/22/2016          |                               |
| Certificate of Designation of Series C Preferred Stock  | <u>3.5</u>       | 10-Q   | 8/22/2016          |                               |
| Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. George E. Anastassov | <u>10.1</u>      | 10-Q   | 11/21/2016         |                               |
| Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Lekhram Changoer         | <u>10.2</u>      | 10Q  | 11/21/2016         |                               |
| Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. Philip A. Van Damme.                      | <u>10.3</u>      | 10-Q   | 11/21/2016         |                               |
| Code of Business Conduct and Ethics   | <u>14.1</u>      | 10-Q   | 11/20/2017         |                               |
| Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of                 | <u>31.1</u>      |  |                    | X                             |

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1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

|   |             |      |            |   |
|---|-------------|------|------------|---|
| Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | <u>31.2</u> |      |            | X |
| Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | <u>32.1</u> |      |            | X |
| Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | <u>32.2</u> |      |            | X |
| Nominating and Governance Committee Charter   | <u>99.1</u> | 10-Q | 11/20/2017 |   |
| Compensation Committee Charter  | <u>99.2</u> | 10-Q | 11/20/2017 |   |
| Audit Committee Charter   | <u>99.3</u> | 10-Q | 11/20/2017 |   |
| XBRL Instance Document  | 101.INS     |      |            | X |
| XBRL Taxonomy Extension Schema Document   | 101.SCH     |      |            | X |
| XBRL Taxonomy Extension Calculation Linkbase Document   | 101.CAL     |      |            | X |
| XBRL Taxonomy Extension Definition Linkbase Document  | 101.DEF     |      |            | X |
| XBRL Taxonomy Extension Label Linkbase Document   | 101.LAB     |      |            | X |
| XBRL Taxonomy Extension Presentation Linkbase Document  | 101.PRE     |      |            | X |

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**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 thereunto duly authorized.

**AXIM  
BIOTECHNOLOGIES, INC.**

Dated: August 16, 2018 By: */s/ Dr. George Anastassov*  
Dr. George Anastassov  
President and Director  
  
Principal Executive Officer

Dated: August 16, 2018 By: */s/ Robert Malasek*  
Robert Malasek  
Principal Financial Officer