

ONCOSEC MEDICAL Inc
Form 10-K/A
November 28, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM 10-K

(Mark One)

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

For the fiscal year ended July 31, 2017

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 000-54318

ONCOSEC MEDICAL INCORPORATED

(Exact name of registrant as specified in its charter)

Nevada **98-0573252**
(State or other jurisdiction) (I.R.S. Employer

of incorporation or organization) Identification Number)

5820 Nancy Ridge Drive

San Diego, CA 92121

(Address of principal executive offices)(Zip Code)

7(855) 662-6732

(Registrant's telephone number, including area code)

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

Title of Class:	Name of Exchange on which Registered:
Common Stock, par value \$0.0001 per share	The NASDAQ Stock Market LLC (NASDAQ Capital Market)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.
Yes ☐ No ☒

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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 the 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 (§229.405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth 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 ☒

(Do not check if a smaller reporting company)

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. ☐

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

The aggregate market value of voting and non-voting common stock held by non-affiliates of the registrant as of January 31, 2017, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$22,001,286, computed by reference to the price at which the registrant's common stock was last sold on such date, as reported by the NASDAQ Capital Market. Shares of common stock held by the registrant's officers and directors and holders of 10% or more of the outstanding shares of the registrant's common stock have been excluded from this calculation because such persons may be deemed to be affiliates of the registrant; however, this determination of affiliate status is not, and shall not be considered, a determination of affiliate status for any other

purpose.

As of November 27, 2017, there were 35,417,727 outstanding shares of the registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's proxy statement for its next annual meeting of stockholders, which is expected to be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended July 31, 2017, are incorporated by reference in Part III of this Annual Report on Form 10-K to the extent stated therein.

EXPLANATORY NOTE

The undersigned registrant is filing this Amendment No. 1 to Form 10-K (this “Amendment”) for the sole purpose of correcting certain errors in the Exhibit Index included in its Annual Report on Form 10-K for its fiscal year ended July 31, 2017 (the “Original Annual Report”), as filed with the Securities and Exchange Commission (the “SEC”) on October 25, 2017. As a result, and in accordance with applicable rules of the SEC, this Amendment hereby amends and restates in its entirety Item 15 of Part IV of the Original Annual Report as set forth herein.

Except as expressly described above and as set forth herein, this Amendment does not modify the Original Annual Report in any way, including, without limitation, to reflect events occurring after the date of, or update any of the disclosures included in, the Original Annual Report. Accordingly, this Amendment should be read in conjunction with the Original Annual Report and with the registrant’s other filings with the SEC subsequent to the Original Annual Report.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

- (a)(1) The financial statements of OncoSec Medical Incorporated listed in the Index to Consolidated Financial Statements are filed as part of this report under Item 8 — Financial Statements and Supplementary Data.
- (a)(2) All financial statement schedules are omitted because they are not required, or are not applicable, or the required information is shown in the consolidated financial statements or notes thereto included in this report.
- (a)(3) The exhibits listed in the Exhibit Index, which appears immediately before the signature page of this report and is incorporated herein by reference, are filed, furnished or incorporated by reference as part of this report.

EXHIBIT INDEX

The following exhibits are being filed with or incorporated by reference in this report:

Exhibit Number	Description of Exhibit
3.1	<u>Articles of Incorporation of OncoSec Medical Incorporated, as amended (previously filed as Exhibit 3.1 to the Original Annual Report)</u>
3.2	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.6 to our Current Report on Form 8-K, filed on March 6, 2012)</u>
4.1	<u>Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed on December 19, 2012)</u>
4.2	<u>Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K, filed on September 19, 2013)</u>
4.3	<u>Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K, filed on June 5, 2014)</u>
4.4	<u>Form of Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K, filed on November 5, 2015)</u>
4.5	<u>Form of Series A Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.1 of our Current Report on Form 8-K, filed on May 24, 2016)</u>
4.6	<u>Form of Series B Common Stock Purchase Warrant (incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K, filed on May 24, 2016)</u>
10.1†	<u>Cross-License Agreement, dated March 24, 2011 by and between OncoSec Medical Incorporated and Inovio Pharmaceuticals, Inc. (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q, filed on June 14, 2011)</u>
10.2#	<u>Employment Agreement with Punit Dhillon dated May 18, 2011 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q, filed on June 14, 2011)</u>
10.3#	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on October 29, 2015)</u>
10.4#	<u>Executive Employment Agreement, effective July 6, 2015, by and between the Company and Richard Slansky (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on</u>

December 8, 2015)

- 10.5# OncoSec Medical Incorporated 2011 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on December 7, 2016)
- 10.6 Lease Agreement, dated December 31, 2014, by and between the Company and ARE-SD Region No. 18, LLC (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed on January 2, 2015)
- 10.7 Securities Purchase Agreement, dated as of November 3, 2015, by and among the Company and signatories thereto (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed on November 5, 2015)

- 10.8 Placement Agency Agreement, dated as of November 3, 2015, by and between the Company and H.C. Wainwright & Co., LLC (incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K, filed on November 5, 2015)
- 10.9 Securities Purchase Agreement, dated as of May 22, 2016, by and among the Company and signatories thereto (incorporated by reference to Exhibit 10.1 of our Current Report on Form 8-K, filed on May 24, 2016)
- 10.10 Placement Agency Agreement, dated as of May 22, 2016, by and between the Company and H.C. Wainwright & Co., LLC (incorporated by reference to Exhibit 10.2 of our Current Report on Form 8-K, filed on May 24, 2016)
- 10.11* Clinical Trial Collaboration and Supply Agreement, dated as of May 10, 2017, by and between the Company and MSD International GmbH
- 21.1* Subsidiaries of the registrant
- 23.1 Consent of Independent Registered Public Accounting Firm, Mayer Hoffman McCann P.C. (previously filed as Exhibit 23.1 to the Original Annual Report)
- 31.1 Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934 (previously filed as Exhibit 31.1 to the Original Annual Report)
- 31.2 Certification of Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934 (previously filed as Exhibit 31.2 to the Original Annual Report)
- 31.3* Certification of Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
- 31.4* Certification of Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed as Exhibit 32.1 to the Original Annual Report)
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (previously filed as Exhibit 32.2 to the Original Annual Report)
- 101.INS XBRL Instant Document (previously filed as Exhibit 101.INS to the Original Annual Report)
- 101.SCH XBRL Taxonomy Extension Schema Document (previously filed as Exhibit 101.SCH to the Original Annual Report)
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (previously filed as Exhibit 101.CAL to the Original Annual Report)
- 101.DEF

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XBRL Taxonomy Extension Definition Linkbase Document (previously filed as Exhibit 101.DEF to the Original Annual Report)

101.LAB XBRL Taxonomy Extension Label Linkbase Document (previously filed as Exhibit 101.LAB to the Original Annual Report)

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (previously filed as Exhibit 101.PRE to the Original Annual Report)

*Filed herewith.

#Management contract or compensatory plan or arrangement.

Confidential treatment has been granted or requested with respect to portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of 1934 and these confidential portions have been redacted from the filing that is incorporated by reference. A complete copy of this exhibit, including the redacted terms, has been separately filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ONCOSEC MEDICAL
INCORPORATED

By: */s/ Daniel J.
O'Connor
Daniel J.
O'Connor
Chief Executive
Officer*

Date: November 28, 2017

