

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 1, 2022

AVALON GLOBOCARE CORP.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38728
(Commission File Number)

47-1685128
(IRS Employer
Identification Number)

4400 Route 9 South, Suite 3100, Freehold, New Jersey 07728
(Address of principal executive offices) (zip code)

646-762-4517
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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:

Name of each exchange on		
Title of each class	Trading Symbols	which registered
Common Stock, \$0.0001 par value per share	AVCO	The Nasdaq Capital 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 1.02. Termination of a Material Definitive Agreement.

On January 1, 2022, the Share Purchase Agreement (the “Purchase Agreement”), dated June 13, 2021, by and among Avalon GloboCare Corp., a Delaware corporation (the “Company”), on the one hand, and Lonlon Biotech Ltd., a company incorporated in the British Virgin Islands, the holders of the Sen Lang Shares (as defined in the Purchase Agreement) (collectively, “Sen Lang Shareholders”), the beneficial owner of each Sen Lang Shareholder (collectively, the “Sen Lang Beneficial Shareholders” and together with the Sen Lang Shareholders, the “Sen Lang Owners”), and Ding Wei, in his capacity as the Sen Lang Representative (collectively, the “Sen Lang Parties”), on the other hand, was terminated by the Company and the Sen Lang Parties.

Descriptions of the terms of the Purchase Agreement were included in Item 1.01 of the Current Report on Form 8-K filed by the Company on June 14, 2021, and to the extent required by Item 1.02 of Form 8-K, such descriptions are incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K.

Item 8.01. Other Events.

On January 4, 2022, the Company provided a business update, including with respect to the termination of the Purchase Agreement, a copy of which is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release of Avalon GloboCare Corp. dated January 4, 2022
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.

AVALON GLOBOCARE CORP.

Date: January 4, 2022

By: /s/ Luisa Ingargiola

Name: Luisa Ingargiola

Title: Chief Financial Officer



Avalon GloboCare Provides Year-End Business Update of Selective Scientific and Clinical Programs

Company continues to expand and accelerate its R&D strategies for high-impact translational and clinical programs in the US and Europe

Intended SenlangBio acquisition terminated, eliminating potential 80 million share issuance

FREEHOLD, N.J., January 4, 2022 (GLOBE NEWSWIRE) -- Avalon GloboCare Corp. (NASDAQ: AVCO) (Avalon or The Company), a clinical-stage global developer of cell-based technologies and therapeutics, today provided a year-end business update.

“We believe we have made significant progress in 2021, advancing our scientific and clinical programs focusing on immuno-oncology and cellular medicines,” said David Jin, M.D., Ph.D., President and Chief Executive Officer of Avalon. “Our goal is to address the unmet needs of patients utilizing innovative technologies that transform cellular therapy and regenerative medicine. We have partnered with world-renowned research centers and universities on cutting edge research, and are accelerating our own innovative research, bio-process development, clinical programs and product commercialization.”

Avalon entered into a new collaboration with University of Pittsburgh Medical Center (UPMC) to develop new cancer immunotherapy approaches and streamline manufacturing processes to bring these powerful treatments to cancer patients with a rapid bio-manufacturing time (1-2 days instead of weeks). Avalon’s lead candidate, AVA-011, combines Avalon’s FLASH-CAR™ technology with an innovative messenger ribonucleic acid (mRNA)-based technology platform, and is currently at an IND-enabling stage. Avalon is on track to initiate the AVA-011 first-in-human clinical trial by mid-2022. This non-viral, next-generation chimeric antigen receptor (CAR)-based cellular therapies approach is expected to streamline and enhance the quality of clinical-grade CAR T-cell manufacturing and the Company believes will result in efficacious, lower cost cellular therapy products, making them accessible to a wider range of cancer patients.

Avalon’s research partnership with the University of Natural Resources and Life Sciences (BOKU) in Vienna, Austria, is rapidly progressing. The co-development of a novel, cell-free, in-silico system with BOKU expands Avalon’s ability to design and produce novel cell membrane proteins—including receptors found on the surface of immune cells and cancer cells that function in cell signaling and are important drug targets. This system also provides Avalon with an efficient tool to screen and optimize potential therapeutic targets.

Avalon has co-developed and jointly filed a patent with BOKU on a novel platform of S-layer coated emulsome technology (SLET) for next-generation, targeted drug delivery and cellular immunotherapy applications. The Company believes this novel SLET platform will help accelerate the development of Avalon’s mRNA-based Flash-CAR™ and other cellular therapy programs. Targeted delivery of mRNA into immune effector cells using SLET can potentially open the door to new generation of cancer immunotherapy and other applications including targeted drug delivery and therapeutics, vaccine development, in vitro diagnostics, and cellular medicines.

“Given our rapid progress this past year, our goal for 2022 is to focus on our core programs to drive innovation and bring about advanced technologies and new medicines to patients. Towards this end, we have decided not to move ahead with the SenlangBio acquisition. Instead, we plan to focus our resources on organic growth and strategic partnership opportunities that we believe will hold the potential to drive much greater value for our shareholders, while avoiding potentially significant dilution that would have occurred with the proposed acquisition. Through strategic investments, we intend to continue to bring high-quality, high-impact programs to enrich Avalon’s assets in intellectual properties, R&D and commercialization. Overall, we believe we are extremely well positioned to execute on our growth strategy, and I am highly encouraged by the operational and financial outlook for our business. Last week, we announced that our Chairman converted his loan to common stock at a significant premium to market, showing his further support and confidence in the business. As we head into 2022, we believe we have a number of important upcoming milestones that have the potential to continue to drive significant value for our shareholders,” concluded Dr. Jin.

About Avalon GloboCare Corp.

Avalon GloboCare Corp. (NASDAQ: AVCO) is a clinical-stage, vertically integrated, leading CellTech bio-developer dedicated to advancing and empowering innovative, transformative immune effector cell therapy, exosome technology, as well as COVID-19 related diagnostics and therapeutics. Avalon also provides strategic advisory and outsourcing services to facilitate and enhance its clients’ growth and development, as well as competitiveness in healthcare and CellTech industry markets. Through its subsidiary structure with unique integration of verticals from innovative R&D to automated bioproduction and accelerated clinical development, Avalon is establishing a leading role in the fields of cellular immunotherapy (including CAR-T/NK), exosome technology (ACTEX™), and regenerative therapeutics. For more information about Avalon GloboCare, please visit www.avalon-globocare.com.

For the latest updates on Avalon GloboCare’s developments, please follow our twitter at [@avalongc_avco](https://twitter.com/avalongc_avco)

Forward-Looking Statements

Certain statements contained in this press release may constitute “forward-looking statements.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors as disclosed in our filings with the Securities and Exchange Commission located at their website (<http://www.sec.gov>). In addition to these factors, actual future performance, outcomes, and results may differ materially because of more general factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes. The forward-looking statements included in this press release represent the Company’s views as of the date of this press release and these views could change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of the press release.

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