

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 29, 2025

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  
(I.R.S. Employer  
Identification Number)

4400 Route 9 South, Suite 3100, Freehold, NJ 07728  
(Address of principal executive offices)

(732) 780-4400  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2.)

- ☐ 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 \$0.0001 per share	ALBT	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

### **Explanatory Note**

This Form 8-K/A is being filed as an amendment (“Amendment No. 1”) to the Current Report on Form 8-K filed by the Company on June 4, 2025 (the “Original 8-K”), to:

- (i) Revise the disclosure in Item 3.02 in the Original 8-K to clarify the total approximate number of shares of Common Stock issuable upon conversion of the Note, and provide the current outstanding principal amount under the Note;
- (ii) Revise the disclosure in Item 1.01 of the Original 8-K to provide the current outstanding principal amount under the Note;
- (iii) Make certain immaterial definitional changes in Items 1.01 and 5.03 of the Original 8-K;
- (iv) Refile the Certificate of Amendment to the Series C Certificate of Designations as Exhibit 3.1 (as opposed to Exhibit 10.3) to this Amendment No. 1; and
- (v) Include disclosure in Item 8.01 of Amendment No. 1 with respect to the principal balance of the Note as of August 29, 2025.

Capitalized but undefined terms in this Explanatory Note have the meanings ascribed to such terms in the various Items contained in the body of this Amendment No. 1. Except as expressly set forth herein, Amendment No. 1 speaks as of the filing date of the Original 8-K and does not reflect events that may have occurred subsequent to the filing date of the Original 8-K. Except as described above, no other changes have been made to the Original 8-K. Amendment No. 1 should be read in conjunction with the Original 8-K and the Company’s other filings with the Securities and Exchange Commission.

**Item 1.01. Entry into a Material Definitive Agreement.**

On June 4, 2025, Avalon GloboCare Corp. (the “Company”) entered into that certain securities purchase agreement (the “Securities Purchase Agreement”), with an accredited investor, York Sun Investment Holding Limited, a British Virgin Islands company (the “Investor”), pursuant to which the Company agreed to issue and sell to the Investor, upon the terms and conditions set forth in the Securities Purchase Agreement, 141,643 shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), for \$500,000 (the “Purchase Price”), which is equal to a purchase price of \$3.53 per share. The closing is anticipated to occur on or before June 6, 2025, subject to the satisfaction of customary closing conditions. As previously reported, the Company issued that certain senior secured promissory note in the principal amount of \$2,845,000.00 (the “Note”) to Mast Hill Fund, L.P., a Delaware limited partnership (the “Holder”), on June 5, 2024. On May 29, 2025, the Company and the Holder entered into that certain waiver (the “Waiver”), pursuant to which the Holder waived all potential cash penalties under the Note as a result of the Company’s previous issuance of 3,500 shares of Series C Convertible Preferred Stock. Pursuant to the Waiver, the Holder will retain all related dilutive issuance rights under Section 1.6(e) of the Note, even if there is no event of default under the Note, provided that any adjustment under Section 1.6(e) of the Note shall be subject to a per share floor price equal to one dollar (the “Floor Price”). As of August 29, 2025, the principal balance owed under the Note is equal to \$1,421,323. The foregoing description of the terms of the Securities Purchase Agreement and Waiver, and the transactions contemplated thereby, does not purport to be complete and is qualified in its entirety by reference to the copies of the Securities Purchase Agreement and Waiver, filed hereto as Exhibits 10.1 and 10.2 respectively, to this Current Report on Form 8-K, and is incorporated herein by reference.

**Item 3.02. Unregistered Sales of Equity Securities.**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference. Based upon a principal balance of approximately \$2,556,777 and accrued interest of approximately \$141,148 owed under the Note as of June 3, 2025, and an estimated \$244,116 of interest that may accrue under the Note between June 4, 2025 and December 31, 2025 at the interest rate of 13% per annum under the Note (assuming no conversions of principal and no repayment of principal in cash during the aforementioned period), the total shares of Common Stock issuable upon conversion of the Note at the Floor Price in the aggregate would equal approximately 2,942,041 shares of Common Stock, subject to the beneficial ownership limitation of 4.99% at all times as provided in the Note. As of August 29, 2025, the principal balance owed under the Note is equal to \$1,421,323.

The securities described above have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state, and were offered and sold in reliance on the exemption from registration under the Securities Act afforded by Section 4(a)(2) thereof.

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

As previously reported, the Company filed a certificate of designations of preferences, rights, and limitations of Series C Convertible Preferred Stock (the “Series C Certificate of Designations”) on December 13, 2024, with the Department of State, Division of Corporations, of the State of Delaware, which provides for the designation of 10,000 shares of Series C Convertible Preferred Stock of the Company, par value \$0.0001 per share, upon the terms and conditions as set forth in the Series C Certificate of Designations. On May 29, 2025, the Company filed a certificate of amendment to the Series C Certificate of Designations (the “Certificate of Amendment”), pursuant to which the beneficial ownership limitation of 19.99% was amended to 4.99%.

The foregoing description of the terms of the Certificate of Amendment, and the transactions contemplated thereby, does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment filed hereto as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

As of August 29, 2025, the principal balance owed under the Note is equal to \$1,421,323.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1*	<a href="#"><u>Certificate of Amendment to the Series C Certificate of Designations, as filed on May 29, 2025, with the Department of State, Division of Corporations, of the State of Delaware.</u></a>
10.1**	<a href="#"><u>Securities Purchase Agreement, between the Company and Investor, dated as of June 4, 2025.</u></a>
10.2**	<a href="#"><u>Waiver, between the Company and Holder, dated as of May 29, 2025.</u></a>
104*	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Filed herewith.

\*\* Previously filed.

## 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.

Dated: August 29, 2025

By: /s/ Luisa Ingargiola

Name: Luisa Ingargiola

Title: Chief Financial Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:17 AM 05/29/2025  
FILED 11:17 AM 05/29/2025  
SR 20252773385 - File Number 5576616

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF DESIGNATIONS OF PREFERENCES AND RIGHTS OF  
SERIES C CONVERTIBLE PREFERRED STOCK  
OF  
Avalon GloboCare Corp.  
a Delaware corporation**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the undersigned Chief Financial Officer of Avalon GloboCare Corp. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby file this Certificate of Amendment to Certificate of Designations of Preferences and Rights of Series C Convertible Preferred Stock and DOES HEREBY CERTIFY that pursuant to the authority contained in the Corporation's Certificate of Incorporation, as follows:

FIRST: The name of the Corporation is Avalon GloboCare Corp.

SECOND: The Corporation's Certificate of Designations of Preferences and Rights of Series C Convertible Preferred Stock was filed with the Secretary of State of the State of Delaware on December 13, 2024.

THIRD: There are 3,500 shares of the Series C Convertible Preferred Stock issued and outstanding as of the date hereof. The approval of the holders of the issued and outstanding shares of Series C Convertible Preferred Stock has been received with respect to the amendment of the Certificate of Designations of Preferences and Rights of Series C Convertible Preferred Stock as set forth herein.

FOURTH: The Certificate of Incorporation of the Corporation authorizes the issuance by the Corporation of 10,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"), and, further, authorizes the Board of Directors of the Corporation, to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the Delaware General Corporation law.

FIFTH: By unanimous written consent of the Board of Directors of the Corporation dated May 29, 2025, and written consent of the holders of the Series C Convertible Preferred Stock dated May 29, 2025, and acting in accordance with the provision of Sections 141, 228 and 242 of the Delaware General Corporation Law, the Board of Directors of the Corporation and the holders of the Series C

Convertible Preferred Stock, each adopted resolutions to amend the Certificate of Designations of Preferences and Rights of Series C Convertible Preferred Stock (the "Certificate of Designations"), as follows:

The percentage "19.99%" in Section 6(d) of the Certificate of Designations is hereby amended to be "4.99%".

IN WITNESS WHEREOF, Avalon GloboCare Corp. has caused this Certificate of Amendment to Certificate of Designations of Preferences and Rights of Series C Convertible Preferred Stock to be signed by a duly authorized officer on this 29<sup>th</sup> day of May, 2025.

Avalon GloboCare Corp.

Signed by:  
By: Luisa Ingargiola  
Name: Luisa Ingargiola  
Title: Chief Financial Officer