

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 10-K/A

(Amendment No. 1)

(Mark One)

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

For the fiscal year ended December 31, 2021

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: 001-39555

GREENWICH LIFESCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

20-5473709

(I.R.S. Employer
Identification No.)

3992 Bluebonnet Dr., Building 14, Stafford, Texas 77477

(Address of principal executive offices)

77477

(Zip Code)

(832) 819-3232

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.001 par value

Name of each exchange on which registered
The NASDAQ Capital Market

Auditor Firm ID
206

Auditor Name
MaloneBailey, LLP

Auditor Location
Houston, Texas

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 if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 (§ 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 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, 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

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates based on a closing sale price of \$44.94 per share, which was the last sale price of the common stock as of June 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter, was \$171,492,883.

As of March 21, 2022, 12,951,453 shares of the registrant's common stock, \$0.001 par value per share, were issued and outstanding.

EXPLANATORY NOTE

This Amendment No. 1 (the “Amendment No. 1”) to the Annual Report on Form 10-K/A of Greenwich LifeSciences, Inc. (the “Company”) for the fiscal year ended December 31, 2021, originally filed with the Securities and Exchange Commission (the “SEC”) on March 21, 2022 (the “Original Filing”) is being filed solely to include an amended Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters to include a 5% or more stockholder who was inadvertently omitted.

This Amendment No. 1 contains only the cover page, this explanatory note, Item 12 and the revised certifications. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. We are not including the certifications under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment No. 1.

Except for the foregoing, this Amendment No. 1 does not alter or update any information contained in the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with the Company’s filings made with the SEC subsequent to the filing of the Original Filing.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 21, 2022 by:

- each of our named executive officers;
- each of our directors;
- all of our current directors and executive officers as a group; and
- each stockholder known by us to own beneficially more than 5% of our common stock.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. Shares of common stock that may be acquired by an individual or group within 60 days of March 21, 2022, pursuant to the exercise of options or warrants, vesting of common stock or conversion of preferred stock or convertible debt, are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Percentage of ownership is based on 12,951,453 shares of common stock issued and outstanding as of March 21, 2022.

Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of common stock shown to be beneficially owned by them, based on information provided to us by such stockholders. Unless otherwise indicated, the address for each director and executive officer listed is: c/o Greenwich LifeSciences, Inc., 3992 Bluebonnet Dr, Building 14, Stafford, TX 77477.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Common Stock Beneficially Owned
Directors and Named Executive Officers		
Snehal Patel	5,075,225(1)	39.08%
F. Joseph Daugherty	81,849(2)	*
David McWilliams	617,203(3)	4.76%
Eric Rothe	311,171(4)	2.40%
Kenneth Hallock	395,249(5)	3.05%
All current named executive officers and directors as a group (5 persons)	6,480,697	49.87%
5% or Greater Stockholders		
Michael Weiner	3,149,026(6)	24.31%

* Represents beneficial ownership of less than 1%.

- (1) Consists of (i) 1,095,708 shares of common stock owned by Snehal Patel, (ii) 1,408,033 shares of common stock owned by Snehal Patel IRA, (iii) 919,234 shares of common stock owned by Patel Family Trust 1, (iv) 743,218 shares of common stock owned by Patel Family Trust 2, (v) 743,218 shares of common stock owned by Patel Family Trust 3, and (vi) 129,400 shares of common stock owned by Kinnary Patel IRA. Excludes 72,807 shares of common stock held by Snehal Patel which vest in 4 equal monthly installments. Snehal Patel and Kinnary Patel, the spouse of Snehal Patel, are the Trustees of the Patel Family Trust 1, Patel Family Trust 2 and Patel Family Trust 3. Snehal Patel is the Trustee of the Snehal Patel IRA. Kinnary Patel is the Trustee of the Kinnary Patel IRA. In such capacities, Snehal Patel is deemed to hold voting and dispositive power over the securities held by such entities.
- (2) Excludes 7,272 shares of common stock which vest in 4 equal monthly installments.
- (3) Excludes 10,401 shares of common stock which vest in 4 equal installments.
- (4) Excludes 2,055 shares of common stock which vest in 4 equal monthly installments.
- (5) Excludes 2,055 shares of common stock which vest in 4 equal monthly installments. Kenneth Hallock and Annette Hallock are the Trustees of the Hallock Trust and in such capacities share voting and dispositive power over the securities held by such entity.
- (6) Consists of (i) 161,315 shares of common stock owned by the Yosajo MA Trust 1, (ii) 161,351 shares of common stock owned by the Yosajo MA Trust 2, (iii) 161,317 shares of common stock owned by the Yosajo MI Trust 3, (iv) 663,816 shares of common stock owned by the WLUFMI Trust 1, (v) 663,840 shares of common stock owned by the WLUFMI Trust 2, (vi) 668,714 shares of common stock owned by the WLUFMA Trust 1 and (vii) 668,673 shares of common stock owned by the WLUFMA Trust 2. Michael Weiner is the Trustee of the Yosajo MA Trust 1, Yosajo MA Trust 2, Yosajo MI Trust 3, WLUFMI Trust 1, WLUFMI Trust 2, WLUFMA Trust 1 and WLUFMA Trust 2. In such capacities, Michael Weiner is deemed to hold voting and dispositive power over the securities held by such entities.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Exhibit Number	Description of Exhibit
(a)(1) Financial Statements	
The financial statements required by this item are submitted in a separate section beginning on page F-1 of this Annual Report on Form 10-K.	
(b) Exhibits	
Exhibit Number	Description
3.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Form 8-K filed on October 1, 2020)
3.2	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Form 8-K filed on October 1, 2020)
4.1	Form of Underwriter Warrant (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
4.2	Description of the Registrant's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.2 to Form 10-K filed on March 31, 2021).
10.1+	2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to Form S-1 filed on May 29, 2020)
10.2	Form of Indemnification Agreement with directors and executive officers (incorporated by reference to Exhibit 10.1 to Form S-1 filed on May 29, 2020)
10.3	Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company (incorporated by reference to Exhibit 10.3 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
10.4	First Amendment to Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company (incorporated by reference to Exhibit 10.4 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
10.5	Second Amendment to Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company (incorporated by reference to Exhibit 10.5 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
10.6	American Arbitration Association Award of Arbitrators (incorporated by reference to Exhibit 10.6 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
10.7+	Employment Agreement between the Company and Snehal Patel dated September 29, 2020 (incorporated by reference to Exhibit 10.1 to Form 8-K filed on October 1, 2020)
10.8	Registration Rights Agreement (incorporated by reference to Exhibit 10.8 to Amendment No. 1 to Form S-1 filed on June 23, 2020)
24**	Power of Attorney (included on signature page hereto).
31.1*	Certification of Principal Executive Officer and Principal Financial Officer required under Rule 13a-14(a)/15d-14(a) under the Exchange Act.
32.1**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase.
101.LAB*	Inline XBRL Taxonomy Extension Labels Linkbase.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith

** Previously filed

+ Indicates a management contract or compensatory plan or arrangement.

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.

GREENWICH LIFESCIENCES, INC.

June 24, 2022

/s/ Snehal Patel

Chief Executive Officer (Principal Executive Officer and Principal Accounting and Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Snehal Patel</u> Snehal Patel	Chief Executive Officer and Director (Principal Executive Officer and Principal Accounting and Financial Officer)	June 24, 2022
<u>*</u> F. Joseph Daugherty	Chief Medical Officer and Director	June 24, 2022
<u>*</u> David McWilliams	Director	June 24, 2022
<u>*</u> Eric Rothe	Director	June 24, 2022
<u>*</u> Kenneth Hallock	Director	June 24, 2022
<u>*By: /s/ Snehal Patel</u> Attorney-in-Fact		

**Certification of Chief Executive Officer of Greenwich LifeSciences, Inc.
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Snehal Patel, certify that:

1. I have reviewed this annual report on Form 10-K/A of Greenwich LifeSciences, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: June 24, 2022

/s/ Snehal Patel

Snehal Patel

Chief Executive Officer

(Principal Executive Officer and Principal Accounting and Financial Officer)
