

AXIM BIOTECHNOLOGIES, INC.

Form 10-Q/A

November 30, 2016

**FORM 10-Q**

**(Amendment #1)**

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

**For the quarterly period ended September 30, 2016**

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.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction

of incorporation or organization)

**27-4029386**  
(I.R.S. Employer

Identification Number)

**18 E 50th St 5th Floor, New York, NY 10022**

(Address of principal executive offices)

**(212) 751-0001**

(Registrant's telephone number, including area code)

\_\_\_\_\_  
(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  .

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). 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  .  
(Do not check if a smaller reporting company)

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

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: 51,492,659 shares of common stock, par value \$0.0001 per share, outstanding as of November 21, 2016.

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### **Explanatory Note**

This Amendment No. 1 to the Quarterly Report on Form 10-Q (the Form 10-Q ) for the period ended September 30, 2016, 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 No. 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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**Item 6. Exhibits.****Statements**

Condensed Consolidated Balance Sheets as of September 30, 2016 (unaudited) and December 31, 2015.

Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2016 and 2015 (unaudited)

Condensed Consolidated Statements of Changes in Shareholders' Deficit for the nine months ended September 30, 2016 (unaudited)

Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 (unaudited)

Notes to Condensed Consolidated Financial Statements (unaudited)

**Schedules**

All schedules are omitted because they are not applicable or the required information is shown in the Financial Statements or notes thereto.

| <b>Exhibits</b>  | <b>Exhibit #</b> | <b>Incorporated by Reference (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.   | 3.1              | 10-Q   | 11/14/2014         |                               |
| Certificate of Amendment, as filed with the Nevada Secretary of State on July 24, 2014.  | 3.2              | 10-Q   | 11/14/2014         |                               |
| Amended and Restated (As of August 17, 2016) Bylaws of AXIM Biotechnologies, Inc.  | 3.3              | 10-Q   | 8/22/2016          |                               |
| Certificate of Designation of Series B Preferred Stock   | 3.4              | 10-Q   | 8/22/2016          |                               |
| Certificate of Designation of Series C Preferred Stock   | 3.5              | 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. | 10.1             |  |                    | <b>X</b>                      |

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|  |         |   |
|--|---------|---|
| Amended and Restated Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Lekhram Changoer.                           | 10.2    | X |
| Employment Agreement effective September 1, 2016, by and between AXIM International, Inc. and Dr. Philip A. Van Damme.   | 10.3    | X |
| Convertible Note Purchase Agreement Dated September 16, 2016.  | 10.4    | X |
| Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended | 31.1    | X |
| Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended | 31.2    | X |
| 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 |

**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: November 29, 2016

By: */s/ Dr. George Anastassov*  
Dr. George Anastassov  
President and Director

Principal Executive Officer

Dated: November 29, 2016

By: */s/ Robert Malasek*  
Robert Malasek  
Principal Financial Officer