

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): **October 28, 2019**

BiomX Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction
of incorporation)

0001-38762

(Commission File Number)

82-3364020

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

**7 Pinhas Sapir St., Floor 2
Ness Ziona, Israel**

(Address of Principal Executive Offices)

7414002

(Zip Code)

Registrant's telephone number, including area code: **+972 723942377**

Chardan Healthcare Acquisition Corp.

(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:

- 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
Units, each consisting of one share of Common Stock, \$0.0001 par value, and one Warrant entitling the holder to receive one half share of Common Stock	PHGE.U	NYSE American
Shares of Common Stock, \$0.0001 par value, included as part of the Units	PHGE	NYSE American
Warrants included as part of the Units	PHGE.WS	NYSE American

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.

EXPLANATORY NOTE

On November 1, 2019, BiomX Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Report”) to report the closing of Business Combination and related matters under Items 1.01, 2.01, 3.02, 4.01, 5.01, 5.02, 5.06, 8.01 and 9.01 of Form 8-K. This Form 8-K/A is being filed to amend the Original Report to retract Exhibit 16.1 filed therewith and to amend the disclosures under Items 1.01, 2.01, 4.01, 5.02 and 8.01 of Form 8-K. Capitalized terms used but not defined herein have the meanings given to such terms in the Original Report.

Item 1.01. Entry into a Material Definitive Agreement.

The disclosure under Item 1.01 of the Original Report under the subsection entitled “Voting Agreement” is amended and supplemented in its entirety as follows:

Voting Agreement

On October 28, 2019, we entered into a voting agreement (the “Voting Agreement”) with certain CHAC founders and BiomX security holders which provides that for a period of two years following the Closing, the parties agree to vote:

- in favor of two members of the Board of Directors to be selected by Chardan Investments, LLC;
- in favor of five members of the Board of Directors to be selected by SRS; and
- in favor of maintaining the size of the Board of Directors at seven.

On November 4, 2019, pursuant to Section 10 of the Voting Agreement, the Company signed a waiver letter (the “Waiver Letter to the Voting Agreement”) with SRS and the majority of the holders of the Company’s voting securities, waiving Section 2.3 of the Voting Agreement requiring that the size of the Board of Directors be maintained at seven persons. The waiver expires on the earlier of (i) the six month anniversary of the date of the Waiver Letter to the Voting Agreement and (ii) the date of the Company’s annual meeting of shareholders in 2020.

The Voting Agreement was filed with the Original Report as Exhibit 10.3 and is incorporated herein by reference, and the Waiver Letter to the Voting Agreement is filed as Exhibit 10.13 hereto and is incorporated herein by reference. The foregoing descriptions of the Voting Agreement and the Waiver Letter to the Voting Agreement do not purport to be complete and are subject to, and are qualified in their entirety by, the full text of the Voting Agreement and the Waiver Letter to the Voting Agreement, respectively.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The disclosure under Item 2.01 of the Original Report under the subsections entitled “Security Ownership of Certain Beneficial Owners and Management” and “Directors, Executive Officers, Promoters and Control Persons” are amended and supplemented in its entirety as follows:

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our Common Stock as of the Closing (taking in account of the redemption in connection with the Business Combination and automatic exchange of rights into Common Stock at the Closing), based on information obtained from the persons named below, with respect to the beneficial ownership of our Common Stock, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding Common Stock;
- each of our executive officers and directors that beneficially owns our Common Stock; and
- all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all Common Stock beneficially owned by them. As of the Closing, we had 22,835,153 shares of Common Stock issued and outstanding.

Name and Address of Beneficial Owner ⁽¹⁾	Amount and Nature of Beneficial Ownership	Percent of Class
Chardan Investments, LLC ⁽²⁾ Takeda Pharmaceutical Company Limited	4,607,500	17.9%
Takeda Ventures, Inc. ⁽³⁾ OrbiMed Advisors Israel Limited OrbiMed Israel GP Ltd.	2,470,935	10.8%
OrbiMed Israel Partners, Limited Partnership ⁽⁴⁾	2,290,490	10.0%
Johnson & Johnson Innovation – JJDC, Inc. ⁽⁵⁾	2,133,402	9.3%
Jonathan Solomon ⁽⁶⁾	326,440	1.4%
Assaf Oron ⁽⁷⁾	137,809	*
Sailaja Puttagunta ⁽⁸⁾	45,985	*
Merav Bassan	0	0
Inbar Gahali-Sass ⁽⁹⁾	20,692	*
Myriam Golembo ⁽¹⁰⁾	26,610	*
Uri Ben-Or	0	0
Russell Greig	0	0
Gbola Amusa ⁽¹¹⁾	0	0
Yaron Breski	0	0
Erez Chimovits	0	0
Jonas Grossman ⁽¹²⁾	4,607,500	17.9%
Lynne Sullivan	0	0
Robbie Woodman	0	0
All directors and officers as a group (Post-Business Combination) (14 persons)	5,165,036	18.5%

* Less than 1%.

- (1) Unless otherwise indicated, the business address of each of the individuals is c/o BiomX Ltd., 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel.
- (2) Represents 1,707,500 shares of Common Stock held by Chardan Investments, LLC and warrants to purchase 2,900,000 shares of Common Stock held by Mount Wood, LLC, which owns approximately 67.96% of Chardan Investments, LLC. Jonas Grossman, a member of our Board of Directors is the managing member of each of Chardan Investments, LLC and Mountain Wood, LLC, and thereby has sole voting and dispositive power over such shares. The business address of each of the foregoing is c/o Chardan Healthcare Acquisition Corp., 17 State Street, 21st Floor, New York, NY 10004.
- (3) The business address of Takeda Ventures, Inc. (“Takeda Ventures”) is 435 Tasso Street, Suite 300, Palo Alto, CA 94301 USA. Takeda Ventures is a wholly-owned direct subsidiary of Takeda Pharmaceuticals U.S.A., Inc. (“Takeda USA”). Takeda Pharmaceuticals International AG and Takeda Pharmaceutical Company Limited together own 100% of Takeda USA. Takeda Pharmaceuticals International AG is a wholly-owned direct subsidiary of Takeda Pharmaceutical Company Limited. As a result, Takeda Pharmaceutical Company Limited may be deemed to have voting and investment power over all of the shares of Common Stock held by Takeda Ventures, and Takeda Pharmaceutical Company Limited may be deemed to be the indirect beneficial owner of the shares held by Takeda Ventures.
- (4) Represents 1,649,151 shares of Common Stock held directly by OrbiMed Israel Partners, Limited Partnership (“OIP LP”) and 641,339 shares of Common Stock held directly by OrbiMed Israel Incubator L.P. (“OII LP”). 89 Medinat Hayehudim St., Building E, Herzliya 4614001 Israel. OrbiMed Israel BioFund GP Limited Partnership (“BioFund GP LP”) is the general partner of each of OIP LP and OII LP, and OrbiMed Israel GP Ltd. (“Israel GP”) is the general partner of BioFund GP LP. OrbiMed Advisors Israel Limited (“Advisors Israel Ltd”) is the majority shareholder of Israel GP. As a result, Advisors Israel Ltd and Israel GP may be deemed to have shared voting and investment power over all of the shares of Common Stock held by each of OIP LP and OII LP, and both Advisors Israel Ltd and Israel GP may be deemed to directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of the shares held by each of OIP LP and OII LP. Advisors Israel Ltd exercises this investment power through an investment committee comprised of Carl L. Gordon, Jonathan T. Silverstein, Nissim Darvish, Anat Naschitz, and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP LP and OII LP.

- (5) The address for Johnson & Johnson Innovation-JJDC, Inc. (“JJDC”) is 410 George Street, New Brunswick, New Jersey 08901. JJDC has voting and dispositive power over 2,133,402 shares of common stock.
- (6) Amount represents 326,440 options that will be exercisable within 60 days of the Closing Date.
- (7) Amount represents 137,809 options that will be exercisable within 60 days of the Closing Date.
- (8) Amount represents 45,985 options that will be exercisable within 60 days of the Closing Date.
- (9) Amount represents 20,692 options that will be exercisable within 60 days of the Closing Date.
- (10) Amount represents 26,610 options that will be exercisable within 60 days of the Closing Date.
- (11) Mr. Amusa’s business address is c/o Chardan Healthcare Acquisition Corp., 17 State Street, 21st Floor, New York, NY 10004.
- (12) See note (2) above regarding shares beneficially owned by Jonas Grossman.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Following the Closing, the Board of Directors of the combined company was reconstituted and is now comprised of eight members, classified into three classes, each comprising as nearly as possible one-third of the directors to serve three-year terms. As Class I directors, each of Yaron Breski, Erez Chimovits and Robbie Woodman will serve until the 2020 annual meeting; as Class II directors, each of Gbola Amusa and Jonas Grossman will serve until the 2021 annual meeting; and as Class III directors, each of Russell Greig, Jonathan Solomon and Lynne Sullivan will serve until the 2022 annual meeting, or in each case until their respective successors are duly elected and qualified, or until their earlier resignation, removal or death.

The Company’s directors and executive officers are:

Name	Age	Position
Jonathan Solomon	42	Chief Executive Officer and Director
Assaf Oron	44	Chief Business Officer
Sailaja Puttagunta	51	Chief Medical Officer
Merav Bassan	54	Chief Development Officer
Inbar Gahali-Sass	46	Vice President of Platform Research & Development
Myriam Golembo	54	Vice President of Development
Uri Ben-Or ⁽¹⁾	49	Interim Chief Financial Officer
Russell Greig	67	Director and Chairman of the Board
Gbola Amusa	45	Director
Yaron Breski	41	Director
Erez Chimovits	55	Director
Jonas Grossman	45	Director
Lynne Sullivan	53	Director
Robbie Woodman	41	Director

- (1) Sigal Fattal, Chief Financial Officer of BiomX, resigned from her role as the Chief Financial Officer, effective upon the consummation of the Business Combination, and remains employed by BiomX as a consultant to the Chief Executive Officer. The Board of Directors appointed Mr. Uri Ben-Or to join the Company as its Interim Chief Financial Officer, effective October 30, 2019.

Jonathan Solomon has served as the Chief Executive Officer and as a director of the Company since October 2019. Mr. Solomon served as Chief Executive Officer and director of BiomX from May 2017 to October 2019, and from February 2016 to May 2017, he served as a director of BiomX. From July 2007 to December 2015, Mr. Solomon was a co-founder, President, and Chief Executive Officer of ProClara Biosciences Inc. (formerly NeuroPhage Pharmaceuticals Inc.), a biotechnology company pioneering an approach to treating neurodegenerative diseases. Prior to joining ProClara, he served for ten years in a classified military unit of the Israeli Defense Forces. Mr. Solomon holds a B.Sc. magna cum laude in Physics and Mathematics from the Hebrew University, an M.Sc. summa cum laude in Electrical Engineering from Tel Aviv University, and an M.B.A. with honors from the Harvard Business School.

Assaf Oron has served as the Chief Business Officer of the Company since October 2019. Mr. Oron served as Chief Business Officer of BiomX from January 2017 to October 2019. Prior to this position, he served in various roles at Evogene Ltd., an agriculture biotechnology company, which utilizes a proprietary integrated technology infrastructure to enhance seed traits underlying crop productivity, from March 2006 to December 2016, including Executive Vice President of Strategy and Business Development and Executive Vice President of Corporate Development. Prior to joining Evogene, Mr. Oron served as Chief Executive Officer of ChondroSite Ltd., a biotechnology company that develops engineered tissue products in the field of orthopedics and as a senior project manager and strategic consultant at Israeli management consulting company POC Ltd. Mr. Oron holds an M.Sc. in Biology (bioinformatics) and a B.Sc. in Chemistry and Economics, both from Tel Aviv University.

Dr. Sailaja Puttagunta M.D. has served as the Chief Medical Officer of the Company since October 2019. Dr. Puttagunta served as the Chief Medical Officer of BiomX from December 2018 to October 2019. Prior to joining BiomX, Dr. Puttagunta served as Vice President, Development at Iterum Therapeutics plc, a clinical stage pharmaceutical company developing antibiotics against multi-drug resistant pathogens, from January 2016 to December 2018. Prior to Iterum, Dr. Puttagunta served as VP, Medical Affairs for Anti-infectives at pharmaceutical company Allergan plc from January 2015 to January 2016 and was the Vice President of Development and Medical Affairs from August 2014 to December 2014 and the Executive Director of Clinical and Medical Affairs from June 2012 through July 2014 at pharmaceutical company Durata Therapeutics, Inc., an innovative pharmaceutical company focused on the development and commercialization of novel therapeutics for patients with infectious diseases and acute illnesses, prior to its acquisition by Actavis plc. Prior to joining Durata, Dr. Puttagunta led teams within clinical development and medical affairs on various antibiotic compounds at pharmaceutical company Pfizer Inc. Dr. Puttagunta graduated from Gandhi Medical College in Hyderabad, India and completed her residency in Internal Medicine and a fellowship in Infectious Diseases at Yale University School of Medicine. She also holds an M.S. in Biochemistry from the New York University School of Medicine.

Dr. Merav Bassan has served as the Chief Development Officer of the Company since October 2019. Dr. Bassan joined as Chief Development Officer of BiomX in October 2019. Prior to this position, she served in various development roles at Teva Pharmaceutical Industries Limited since 2005, including Vice President, Head of Translational Sciences, Specialty Clinical Development R&D since 2017, Vice President, Pain and Global Internal Medicine, Project Leadership, Innovative Product Development, Global IR&D from 2015 to 2017, and Project Champion, Senior Director, Innovative Product Development, Global IR&D from 2009 to 2015. Dr. Bassan holds a B.Sc. in Biology, a M.Sc. in Human Genetics and a Ph.D. in Neurobiology from Tel Aviv University, and she completed a Post-Doctoral Fellowship in Neuroscience at Harvard Medical School at Harvard University.

Dr. Inbar Gahali-Sass has served as the Vice President of Platform Research & Development of the Company since October 2019. Dr. Gahali-Sass served as Vice President of Platform Research & Development of BiomX from December 2018 to October 2019. Prior to joining BiomX, Dr. Gahali-Sass served as Research & Development Manager at Omrix Biopharmaceuticals, Inc., a biotechnology company focused on developing protein-based biosurgery and passive immunotherapy products and a subsidiary of Ethicon, Inc. and Johnson & Johnson, from May 2012 through November 2018 and as a senior scientist from August 2006 to May 2012. Dr. Gahali-Sass holds a B.Sc. in Biology, an M.Sc. in Microbiology, a Ph.D. and a post-Doctoral degree in Microbiology from The Hebrew University, and an M.B.A. from the College of Management Academic Studies.

Dr. Myriam Golembo has served as the Vice President of Development of the Company since October 2019. Dr. Golembo served as the Vice President of Development of BiomX from July 2017 to October 2019. Prior to this position, Dr. Golembo served as the Vice President of Regulatory and Clinical Operations at Efranat Ltd., a biotechnology company focused on the development of cancer therapies, from May 2016 to June 2017. From May 2015 to May 2016, Dr. Golembo served as the Vice President of Development for Otic Pharma Ltd., a pharmaceutical company focusing on the development of ear, nose, and throat products (now Novus Therapeutics, Inc.). Before joining Otic Pharma, Dr. Golembo served as Director of Product Development at Protalix BioTherapeutics, Inc., a biopharmaceutical company manufacturing a plant-based enzyme for the treatment of Gaucher disease, from May 2012 to May 2015 and as Associate Director of Products Development from May 2009 to May 2012. Dr. Golembo holds a B.Sc. in Biology and an M.Sc. in Molecular Biology from The Hebrew University and a Ph.D. in Molecular Genetics from Weizmann Institute of Science.

Uri Ben-Or has served as the Interim Chief Financial Officer, effective October 30, 2019. In January 2007, Mr. Ben-Or founded CFO Direct Ltd., in which he has served as the Chief Executive Officer and through which he provides his services to our company. Mr. Ben-Or is currently the Chief Financial Officer of BiondVax Pharmaceuticals Ltd. (Nasdaq: BVXV), Together Pharma Ltd. (TASE), Cannabics Pharmaceuticals Inc. (OTC: CNBX), Opectra Ltd. (TASE), Geffen Biomed Investments Ltd. (TASE), and Medivie Therapeutic Ltd., and is the Chief Executive Officer and Chief Financial Officer of Maayan Ventures Ltd. (TASE). Mr. Ben-Or was also the Chief Financial Officer of My Size Inc. (Nasdaq: MYSZ; TASE) from September 2010 to May 2016, Intercure Ltd. (TASE) from February 2011 to January 2016, D. Medical Industries Ltd. (TASE) from February 2013 to April 2015, Therapix Biosciences Ltd. from October 2014 to March 2015 (Nasdaq: TRPX), Procognia Ltd. (TASE) from September 2012 to December 2014, Glycominds Ltd. (TASE) from October 2001 to April 2014, and WideMed Ltd. (TASE) from November 2007 to November 2010. Prior to that, Mr. Ben-Or was an auditor at PriceWaterhouseCoopers from May 1997 to July 1999. Mr. Ben-Or holds a B.A. in Accounting from The College of Management Academic Studies, and an M.B.A. from Bar-Ilan University and is a certified public accountant in Israel.

Dr. Russell Greig has served as a director and chairman of the Board of Directors of the Company since October 2019. Dr. Greig has more than 35 years' experience in the pharmaceutical industry, with knowledge and expertise in research and development, business development and commercial operations. He spent the majority of his career at GlaxoSmithKline ("GSK"), where he held a number of positions including GSK's President of Pharmaceuticals International from 2003 to 2008 and Senior Vice President Worldwide Business Development. From 2008 to 2010, Dr. Greig was also President of SR One, GSK's Corporate Venture Group. He is currently Chairman of AM Pharma and Mint Solutions in The Netherlands, and Bionor in Norway. In addition, Dr. Greig serves as a board member of Onxeo S.A. in France, and previously served on the boards of Tigenix N.V. (acquired by Takeda Pharmaceutical Company Limited), and Ablynx N.V. (acquired by Sanofi, France). He is also a Venture Partner at Kurma Life Sciences (France). He was previously Chairman of Syntaxin Ltd (UK) (sold to Ipsen), Novagali Pharma S.A. (France) (acquired by Santen Pharmaceutical Co., Ltd.), and Isonova AB (Sweden) (acquired by Novavax, Inc. (Nasdaq:NVAX)). He served as acting Chief Executive Officer at Genocea Biosciences (Nasdaq: GNCA) and Isonova AB for an interim period. He was also a member of the Scottish Scientific Advisory Committee, reporting to the First Minister of Scotland.

Dr. Gbola Amusa has served as a director of the Company since March 2018, and served as the Executive Chairman of CHAC from March 2018 to October 2019. Dr. Amusa has served as Partner, Director of Research, and Head of Healthcare Equity Research at Chardan Capital Markets LLC since December 2014. At Chardan, he has established the healthcare vision by focusing on disruptive healthcare segments, such as gene therapy/genetic medicines, that have the highest potential for significant investment returns. Dr. Amusa was previously Managing Director, Head of European Pharma Research, and Global Pharma & Biotech Coordinator at UBS (from 2007 to 2013), where he oversaw 25 analysts. Prior to UBS, Dr. Amusa was a Senior Research Analyst and Head of European Pharma research at Sanford Bernstein. He started his career in finance at Goldman Sachs as an Associate in the Healthcare Investment Banking Group, where he worked on large transactions including the Amgen/Immunex merger. Additionally, Dr. Amusa was previously a Healthcare Finance & Strategy Consultant working with governments, companies, leading foundations and think tanks. He holds an M.D. from Washington University Medical School, an M.B.A. with High Honors from the University of Chicago Booth School of Business, and a B.S.E. with Honors from Duke University.

Yaron Breski has served as a director of the Company since October 2019, and served on the Board of Directors of BiomX from November 2018 to October 2019. Mr. Breski is a Partner at RMGP Bio-Pharma Investment Fund, L.P., which he co-founded in May 2017, and has served as Managing Director at RM Global Partners LLC since October 2014. Previously, Mr. Breski served as Executive Director of Business Development at biotechnology company Rosetta Genomics. Mr. Breski holds a B.Sc. in Biology, Magna Cum Laude, research track for honors students from the Tel Aviv University; and an M.B.A from The Wharton School, University of Pennsylvania.

Erez Chimovits has served as a director of the Company since October 2019, and served on the Board of Directors of BiomX from January 2016 to October 2019. Mr. Chimovits has served as Senior Managing Director at healthcare investment firm OrbiMed Advisors LLC since 2010. Prior to joining OrbiMed, Mr. Chimovits was the Chief Executive Officer of pharmaceutical company NasVax Ltd. (now Therapix Biosciences Ltd.) and spent more than seven years with predictive drug discovery and development company Compugen Ltd., serving as President of Compugen USA Inc. and as Executive Vice President of Commercial Operations. Mr. Chimovits earned his M.B.A., M.Sc. in Microbiology, and B.Sc. from Tel Aviv University.

Jonas Grossman has served as a director of the Company since October 2019, and served on the Board of Directors of CHAC from its formation in November 2017 to October 2019. Mr. Grossman has served as Partner and Head of Capital Markets for Chardan Capital Markets LLC, a New York headquartered broker/dealer, since December 2003. Mr. Grossman has served as President of Chardan Capital Markets LLC since September 2015. Since 2003, Mr. Grossman has overseen the firm's deal origination, syndication, secondary market sales and trading and corporate access initiatives. He has extensive transactional experience having led or managed over 400 transactions during his tenure at Chardan. Since December 2006, Mr. Grossman has served as a founding partner for Cornix Advisors, LLC, a New York based hedge fund. From 2001 until 2003, Mr. Grossman worked at Ramius Capital Group, LLC, a global multi-strategy hedge fund where he served as Vice President and Head Trader. Mr. Grossman has served as a director for China Broadband (NASDAQ: SSC) from January 2008 until November 2010. He holds a B.A. in Economics from Cornell University and an M.B.A. from NYU's Stern School of Business.

Lynne Sullivan has served as a director of the Company since November 2019. M. Sullivan is currently the Chief Financial Officer of Compass Therapeutics, LLC, a biotechnology company (“Compass”), where she has worked since December 2018. Prior to Compass, Ms. Sullivan served as Biogen Inc.’s Senior Vice President of Finance from 2016 to December 2018, where she also served as Vice President of Tax and Corporate Finance from February 2015 to March 2016 and Vice President of Tax from April 2008 to February 2015. Prior to that, Ms. Sullivan was the Vice President Tax at EMD Serono and the Vice President of Tax North America at Merck KGaA. Ms. Sullivan is currently a member of the board of directors of resTORbio, Inc., a public biopharmaceutical company (Nasdaq: TORC), Solid Biosciences Inc., a public life sciences company (Nasdaq: SLDB), and Inheris Pharma. Ms. Sullivan was a Certified Public Account for over 20 years and was also a Tax Partner at Arthur Anderson, where she led the North East Region’s Tax Consulting Practice for the firm. She received an M.S. in Taxation from Bentley University and a B.S.B.A. from Suffolk University.

Dr. Robbie Woodman has served as a director of the Company since October 2019, and served on the Board of Directors of BiomX from June 2018 to October 2019. Dr. Woodman joined Takeda Ventures, Inc. (“TVI”) in March 2018 as Senior Partner. Prior to joining TVI, Dr. Woodman served as Director of Healthcare Investments at venture capital and private equity firm Touchstone Innovations Plc (formerly Imperial Innovations) from December 2012 to January 2017 and as Director of Healthcare Ventures from September 2012 through December 2016. Dr. Woodman previously served as Principal in the life science team at venture capital firm Sofinnova Partners. Dr. Woodman holds an M.Sc. in Biochemistry from the University of Oxford and a Ph.D. in Oncology from the University of Cambridge.

Director Independence

The NYSE American Stock Exchange requires that a majority of our Board of Directors be composed of “independent directors,” which is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship, which, in the opinion of the company’s Board of Directors would interfere with the director’s exercise of independent judgment in carrying out the responsibilities of a director.

Messrs. Gbola Amusa, Yaron Breski, Erez Chimovits, Dr. Russell Greig, Jonas Grossman, Lynne Sullivan and Dr. Robbie Woodman are our independent directors. Our independent directors have regularly scheduled meetings at which only independent directors are present.

Committees of the Board of Directors

Audit Committee

The Audit Committee, which is established in accordance with Section 3(a)(58)(A) of the Exchange Act, engages Company’s independent accountants, reviewing their independence and performance; reviews the Company’s accounting and financial reporting processes and the integrity of its financial statements; the audits of the Company’s financial statements and the appointment, compensation, qualifications, independence and performance of the Company’s independent auditors; the Company’s compliance with legal and regulatory requirements; and the performance of the Company’s internal audit function and internal control over financial reporting. The Audit Committee has held three meetings during 2019.

The members of the Audit Committee are Lynne Sullivan, Gbola Amusa and Erez Chimovits, each of whom is an independent director under NYSE American Stock Exchange’s listing standards and satisfies the additional independence requirements of Rule 10A-3 of the Exchange Act. Lynne Sullivan is the Chairperson of the Audit Committee. The Board of Directors has determined that Lynne Sullivan qualifies as an “audit committee financial expert,” as defined under the rules and regulations of the SEC.

Compensation Committee

The Compensation Committee reviews annually the Company’s corporate goals and objectives relevant to the officers’ compensation, evaluates the officers’ performance in light of such goals and objectives, determines and approves the officers’ compensation level based on this evaluation; makes recommendations to the Board of Directors regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans, makes recommendations to the Board of Directors with respect to the compensation of our executive officers, other than the Chief Executive Officer, and administers the Company’s incentive-compensation plans and equity-based plans. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The Chief Executive Officer of the Company may not be present during voting or deliberations of the Compensation Committee with respect to his compensation. The Company’s executive officers do not play a role in suggesting their own salaries. Neither the Company nor the Compensation Committee has engaged any compensation consultant who has a role in determining or recommending the amount or form of executive or director compensation. The Compensation Committee has not held any meetings during 2019.

The members of the Compensation Committee are Erez Chimovits, Jonas Grossman and Russell Greig, each of whom is an independent director under NYSE American Stock Exchange's listing standards. Erez Chimovits is the Chairperson of the Compensation Committee.

Nominating Committee

The Nominating Committee is responsible for overseeing the selection of persons to be nominated to serve on our Board of Directors. Specifically, the Nominating Committee makes recommendations to the Board of Directors regarding the size and composition of the Board of Directors, establishes procedures for the director nomination process and screens and recommends candidates for election to the Board of Directors. On an annual basis, the Nominating Committee recommends for approval by the Board of Directors certain desired qualifications and characteristics for Board of Directors membership. Additionally, the Nominating Committee establishes and oversees the annual assessment of the performance of the Board of Directors as a whole and its individual members. The Nominating Committee will consider a number of qualifications relating to management and leadership experience, background and integrity and professionalism in evaluating a person's candidacy for membership on the Board of Directors. The Nominating Committee may require certain skills or attributes, such as financial or accounting experience, to meet specific needs of the Board of Directors that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of Board of Directors members. The Nominating Committee does not distinguish among nominees recommended by stockholders and other persons. The Nominating Committee has not held any meetings during 2019.

The members of the Nominating Committee are Russell Greig, Jonas Grossman and Robbie Woodman, each of whom is an independent director under NYSE American Stock Exchange's listing standards. Russell Greig is the Chairperson of the Nominating Committee.

Item 4.01. Changes in Registrant's Certifying Accountant.

The disclosure under Item 4.01 of the Original Report is being amended and supplemented in its entirety as follows:

(a) On October 28, 2019, the Company dismissed Marcum LLP ("Marcum") as the Company's independent registered accounting firm. This decision was approved by the Board of Directors.

The reports of Marcum on the Company's consolidated financial statements for the year ended June 30, 2019 and for the period from November 1, 2017 (inception) through June 30, 2018 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal year ended June 30, 2019 and for the period from November 1, 2017 (inception) through June 30, 2018, and the subsequent interim period through October 28, 2019, there were no (i) disagreements with Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to their satisfaction, would have caused them to make reference to the subject matter of the disagreement in connection with their report, or (ii) reportable events (as described in Item 304(a)(1)(v) of Regulation S-K).

The Company has provided Marcum with a copy of the above disclosures, and Marcum has furnished the Company with a letter addressed to the SEC stating that it agrees with the statements made above. A copy of Marcum's letter, dated November 4, 2019, is attached as Exhibit 16.1 to this Form 8-K/A.

(b) On October 28, 2019, the Board of Directors approved the appointment of Brightman Almagor Zohar & Co. ("Deloitte Israel") as the Company's independent registered accounting firm. During the fiscal year ended June 30, 2019 and for the period from November 1, 2017 (inception) through June 30, 2018 and during the subsequent interim period through October 28, 2019, neither the Company nor anyone on its behalf consulted Deloitte Israel regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Deloitte Israel concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement" or a "reportable event", each as defined in Regulation S-K Item 304(a)(1)(iv) and 304(a)(1)(v), respectively.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The disclosure under Item 5.02 of the Original Report is being amended and supplemented in its entirety as follows:

Five incumbent directors of CHAC, George Kaufman, Michael Rice, Richard Giroux, Matthew Rossen, and Eric Kusseluk, M.D., resigned from the Board of Directors upon closing of the Business Combination. Our Board of Directors currently consists of two existing CHAC directors, Mr. Jonas Grossman and Dr. Gbola Amusa, and six newly appointed directors, Dr. Russell Grieg, Chairman of the Board of Directors, Mr. Yaron Breski, Mr. Erez Chimovits, Mr. Jonathan Solomon, Ms. Lynne Sullivan and Dr. Robbie Woodman.

The information contained in Item 2.01 to the Original Report and this Form 8-K/A is also incorporated herein by reference.

Item 8.01 Other Events.

The disclosure under Item 8.01 of the Original Report is supplemented as follows:

On November 4, 2019, the Company issued a press release announcing the appointment of Russell Greig as director and chairman of the Board of Directors, and the appointment of Lynne Sullivan to the Board of Directors. A copy of the press release is filed as Exhibit 99.4 to this Form 8-K/A and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
2.1	Merger Agreement (Incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed by the registrant on July 17, 2019)
2.2	Amendment Agreement to the Merger Agreement (Incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed by the registrant on October 11, 2019)
3.1	Amended and Restated Certificate of Incorporation of the Company, effective on December 11, 2018 (Incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
3.2	Certificate of Amendment of Certificate of Incorporation of the Company, effective on October 28, 2019 (Incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
3.3	Amended and Restated Bylaws of the Company, effective as of October 28, 2019 (Incorporated by reference to Exhibit 3.3 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.1	Registration Rights Agreement dated October 28, 2019 (Incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.2	Escrow Agreement dated October 28, 2019, among Chardan Healthcare Acquisition Corp., Shareholder Representative Services LLC and Continental Stock Transfer & Trust Company (Incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.3	Voting Agreement dated October 28, 2019 (Incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.4	Form of Indemnification Agreement with each director and officer (Incorporated by reference to Exhibit 10.4 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.5*	Research and License Agreement, dated June 22, 2015, between BiomX Ltd. and Yeda Research and Development Company Limited, as amended (Incorporated by reference to Exhibit 10.5 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.6*	Exclusive Patent License Agreement dated April 25, 2017, between BiomX Ltd. and the Massachusetts Institute of Technology (Incorporated by reference to Exhibit 10.6 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.7*	Exclusive Patent License Agreement, dated December 15, 2017, among BiomX Ltd., Keio University and JSR Corporation, as amended (Incorporated by reference to Exhibit 10.7 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.8*	Exclusive Patent License Agreement, dated April 22, 2019, among BiomX Ltd., Keio University and JSR Corporation (Incorporated by reference to Exhibit 10.8 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.9*	Share Purchase Agreement, dated November 19, 2017, among BiomX Ltd., RondinX Ltd. and Guy Harmelin, as the Shareholders' Representative (Incorporated by reference to Exhibit 10.9 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.10**	Chardan Healthcare Acquisition Corp. 2019 Equity Incentive Plan (Incorporated by reference to Exhibit 10.10 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.11	Waiver Agreement, dated October 28, 2019 (Incorporated by reference to Exhibit 10.11 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.12	Purchase Agreement, dated October 28, 2019, between Cornix LLC and Chardan Healthcare Acquisition Corp. (Incorporated by reference to Exhibit 10.12 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
10.13	Waiver Letter to Voting Agreement
16.1	Letter from Marcum LLP
17.1	Resignation of George Kaufman (Incorporated by reference to Exhibit 17.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
17.2	Resignation of Michael Rice (Incorporated by reference to Exhibit 17.2 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
17.3	Resignation of Richard Giroux (Incorporated by reference to Exhibit 17.3 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
17.4	Resignation of Matthew Rossen (Incorporated by reference to Exhibit 17.4 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
17.5	Resignation of Eric Kusseluk, M.D. (Incorporated by reference to Exhibit 17.5 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
21.1	Subsidiaries of Registrant (Incorporated by reference to Exhibit 21.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
99.1	Press Release dated October 28, 2019 (Incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
99.2	Audited Financial Statements of BiomX Ltd. (Incorporated by reference to Exhibit 99.2 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
99.3	Pro Forma Financial Statements (Incorporated by reference to Exhibit 99.3 to the registrant's Current Report on Form 8-K filed by the registrant on November 1, 2019)
99.4	Press Release dated November 4, 2019

* Portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K. The omitted information is not material and would likely cause competitive harm to the registrant if publicly disclosed.

** Indicates a management contract or a compensatory plan or agreement.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 4, 2019

BIOMX INC.

By: /s/ Jonathan Solomon
Name: Jonathan Solomon
Title: Chief Executive Officer



November 4, 2019

Shareholder Representative Services LLC
950 17th Street, Suite 1400
Denver, CO 80202
Attn: Managing Director
Fax: (303) 623-0294
Email: deals@srsacquiom.com

And each of the individuals and entities set forth on the signature page hereto

To whom it may concern:

Reference is made to the Voting Agreement dated as of October 28, 2019 (the "Voting Agreement"), by and among BiomX Inc. (formerly Chardan Healthcare Acquisition Corp.), a Delaware corporation (the "Company"), BiomX Ltd., an Israeli company, Chardan Investments, LLC and each of the individuals and entities set forth on the signature pages hereto. Any capitalized terms not defined herein shall have the same meaning as such terms have in the Voting Agreement.

In Section 2.3 of the Voting Agreement, the parties agreed to "maintain the size of the Company's Board of Directors at seven (7) persons for two (2) years from the Closing Date." By signing below, the parties hereto hereby agree to waive the requirement in Section 2.3 that the size of the Board of Directors of the Company be maintained at seven persons, such waiver to expire on the earlier of (i) the six month anniversary of this letter and (ii) the Company's annual meeting of shareholders in 2020.

For the avoidance of doubt, this waiver does not alter the original terms of the Voting Agreement, other than the waiver described above.

Sincerely,

BIOMX INC.
(formerly Chardan Healthcare Acquisition Corp.)

By: /s/ Jonathan Solomon
Name: Jonathan Solomon
Title: CEO

Acknowledged and Agreed:

SHAREHOLDER REPRESENTATIVE SERVICES LLC,
solely in its capacity as the Shareholders' Representative

By: /s/ Sam Riffe
Name: Sam Riffe
Title: Managing Director

CHARDAN INVESTMENTS, LLC

By: /s/ Jonas Grossman
Name: Jonas Grossman
Title: Member

SHAREHOLDERS

[Signature Page – Waiver, Voting Agreement]

This Waiver is hereby executed effective as of the date first set forth above.

8VC ANGEL FUND I, L.P.

By: 8VC Angel GP I, LLC,
its General Partner

By: /s/ Drew Oetting
Name: Drew Oetting
Title: Managing Member

8VC ANGEL FUND I ASSOCIATES, L.P.

By: 8VC Angel GP I, LLC,
its General Partner

By: /s/ Drew Oetting
Name: Drew Oetting
Title: Managing Member

8VC FUND I, L.P.

By: 8VC GP I, LLC
its General Partner

By: /s/ Joe Lonsdale
Name: Joe Lonsdale
Title: Managing Member

8VC ENTREPRENEURS FUND I, L.P.

By: 8VC GP I, LLC
its General Partner

By: /s/ Joe Lonsdale
Name: Joe Lonsdale
Title: Managing Member

[Signature Page for Shareholders – Waiver, Voting Agreement]

CFAM 2017 LLC

By: /s/ Neil L. Cohen
Name: Neil L. Cohen
Title: Special Member

HANS S. SCHOEPFLIN TRUST

By: /s/ Hans W. Schoepflin
Name: Hans W. Schoepflin
Title: Trustee

/s/ JOHNSON & JOHNSON INNOVATION-JJDC, INC.

ORBIMED ISRAEL PARTNERS, LIMITED PARTNERSHIP
and
ORBIMED ISRAEL INCUBATOR L.P.

By: OrbidMed Israel Biofund GP, L.P., its general partner
and
By: OrbidMed Israel GP Limited, its general partner

By: /s/ Erez Chimovits
Name: Erez Chimovits
Title: Senior Managing Director

By: /s/ Nissim Darvish
Name: Nissim Darvish
Title: Senior Managing Director

RMGP BIO-PHARMA INVESTMENT FUND, L.P.

By: RMGP Bio-Pharma Investments, L.P., its general partner
By: RMGP Bio-Pharma General Partner Ltd., its general partner

By: /s/ RMGP Bio-Pharma General Partner Ltd. 515645612
Name: RMGP Bio-Pharma General Partner Ltd. 515645612
Title: (Nov. 3, 2019)

STICHTING ADMINISTRATIEKANTOOR THE INVISIBLE HAND AT WORK

By: /s/ Hendrik Brullfram
Name: Hendrik Brullfram
Title: Director

TAKEDA VENTURES, INC.

By: /s/ Michael Martin
Name: Michael Martin
Title: President

[Signature Page for Shareholders – Waiver, Voting Agreement]

November 4, 2019

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by BiomX Inc. (formerly known as Chardan Healthcare Acquisition Corp.) under Item 4.01 of its Form 8-K/A (Amendment No. 1) dated October 28, 2019. We agree with the statements concerning our Firm in such Form 8-K/A; we are not in a position to agree or disagree with other statements of BiomX Inc. contained therein.

Very truly yours,

/s/ Marcum llp

Marcum llp



BiomX Appoints Russell G. Greig, Ph.D, as Chairman of the Board of Directors and Lynne Sullivan as Board Director



Russell G. Greig, Ph.D., BiomX's new Chairman of the Board of Directors



Lynne Sullivan, BiomX's new Board Director

Ness Ziona, Israel – November 4, 2019, – BiomX Inc. (NYSE: PHGE), a microbiome company developing both natural and engineered phage therapies, today announced the election of Russell G. Greig, Ph.D., as Chairman of the Board of Directors and Lynne Sullivan as Board Director. Dr. Greig brings extensive leadership experience in the pharmaceutical and biotech sectors in research and development and business roles, including three decades at GlaxoSmithKline, most recently as President of SR One, GlaxoSmithKline’s corporate venture group. Ms. Sullivan brings extensive expertise in finance having served in senior roles in several leading pharmaceutical and biotech companies including as Senior Vice President of Finance for Biogen, where she worked for over a decade.

“We are honored to have Dr. Greig and Ms. Sullivan join BiomX’s Board of Directors. Dr. Greig’s knowledge in drug research and development as well as business development in the pharmaceutical industry will be invaluable to our company’s growth,” said Jonathan Solomon, CEO of BiomX. “Ms. Sullivan’s broad and extensive experience in capital market transactions, including IPOs and mergers and acquisitions, will be a tremendous benefit in our strategic planning and financial management.”

“Phage have the potential to become a disruptive therapeutic modality for the treatment of chronic diseases,” said Dr. Greig. “BiomX, through a blend of state-of-the-art phage, computational biology and synthetic biology capabilities, is, we believe, at the forefront of this field. I look forward to working closely with the BiomX management team to advance the company’s programs.”

“I am excited to join BiomX as it transitions from a private to a publicly traded company,” said Ms. Sullivan. “The recently completed merger provides BiomX with substantial growth capital and the flexibility of a public listing to further accelerate its growth as a leading developer of phage therapies for chronic diseases”

Russell G. Greig, Ph.D. worked at GlaxoSmithKline for three decades, most recently as President of SR One, GlaxoSmithKline’s corporate venture group. Prior to joining SR One, he served as President of GlaxoSmithKline’s Pharmaceuticals International from 2003 to 2008 as well as on the GlaxoSmithKline corporate executive team. Currently, Dr. Greig serves as Chairman of Merus and MedEye Solutions in the Netherlands, eTheRNA in Belgium, Sanifit in Spain and Horama in France. He was previously Chairman of Ablynx in Belgium (acquired by Sanofi, France), Isconova in Sweden (acquired by Novavax, United States), Novagali in France (acquired by Santen, Japan) and Syntaxin in the United Kingdom (acquired by Ipsen, France), as well as board member of TiGenix in Belgium (acquired by Takeda, Japan).

Ms. Sullivan most recently served as Chief Financial Officer for Compass Therapeutics, LLC. Prior to Compass, Ms. Sullivan served as the Senior Vice President of Finance for Biogen, Inc., where she spearheaded Biogen’s Financial Planning & Analysis, Corporate Tax, and Corporate Finance groups, which includes ownership of long-range planning, capital allocation projects and the financial aspects of Mergers & Acquisitions/Business Development. Prior to that, Ms. Sullivan was the Vice President of Tax for Biogen, Vice President Tax for EMD Serono and the Vice President of Tax North America at Merck KgaA. Ms. Sullivan serves also on the Boards of resTORbio and Solid Biosciences.

About BiomX

BiomX is a clinical stage microbiome company developing both natural and engineered phage cocktails designed to target and destroy bacteria that affect the appearance of skin, as well as harmful bacteria in chronic diseases, such as IBD, PSC, and cancer. BiomX discovers and validates proprietary bacterial targets and customizes phage compositions against these targets. www.biomx.com

Safe Harbor Language

This press release contains certain “forward-looking statements” within the meaning of the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: “target,” “believe,” “expect,” “will,” “may,” “anticipate,” “estimate,” “would,” “positioned,” “future,” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on BiomX management’s current beliefs, expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. You should review additional disclosures we make in our filings with the Securities and Exchange Commission (the “SEC”), which are available on the SEC’s website at www.sec.gov.

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