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

FORM 10-Q

(Mark One)

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

For the quarter ended September 30, 2022

□ 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: 001-38762

BiomX Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**82-3364020**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
22 Einstein St., 4th Floor, Ness Ziona, Israel	**7414003**
(Address of principal executive offices)	(Zip Code)

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

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
Common stock, $0.0001 par value	PHGE	NYSE American
Warrants, each exercisable for one-half of a share of common stock, $0.0001 par value, at an exercise price of $11.50 per share	PHGE.WS	NYSE American

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 every Interactive Data File required to be submitted 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 such files). Yes ☒ No □

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes □ No ☒

As of November 4, 2022, 29,982,282 shares of common stock, par value $0.0001 per share, were issued and outstanding.

BIOMX INC.

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2022

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This quarterly report on Form 10-Q, or the Quarterly Report, includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and other securities laws. The statements contained herein that are not purely historical, are forward-looking statements. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "will" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. For example, we are making forward-looking statements when we discuss operations, cash flows, financial position, business strategy and plans, market size, our clinical and pre-clinical development program, including recruitment, timing and milestones thereof as well as the design thereof, including acceptance of regulatory agencies of such design, the potential opportunities for and benefits of the BacteriOphage Lead to Treatment, or BOLT, platform, the potential of our product candidates, the potential effect of the coronavirus disease 2019, or COVID-19, on our business and levels of expenses, the sufficiency of financial resources and financial needs and impacts of changes in our management and the corporate restructuring we announced on May 24, 2022 on our business. However, you should understand that these statements are not guarantees of performance or results, and there are a number of risks, uncertainties and other important factors that could cause our actual results to differ materially from those expressed in the forward-looking statements, including, among others:

- the ability to generate revenues, and raise sufficient financing to meet working capital requirements;
- the unpredictable timing and cost associated with our approach to developing product candidates using phage technology;
- political and economic instability, including, without limitation, due to natural disasters or other catastrophic events, such as the Russian invasion of Ukraine and world sanctions on Russia, Belarus, and related parties, terrorist attacks, hurricanes, fire, floods, pollution and earthquakes;
- the continued impact of COVID-19, general economic conditions, our current low stock price and other factors on our operations, the continuity of our business, including our preclinical and clinical trials, and our ability to raise additional capital;
- obtaining U.S. Food and Drug Administration, or FDA, acceptance of any non-U.S. clinical trials of product candidates;
- our ability to enroll patients in clinical trials and achieve anticipated development milestones when expected;
- the ability to pursue and effectively develop new product opportunities and acquisitions and to obtain value from such product opportunities and acquisitions;
- penalties and market withdrawal associated with any unanticipated problems with product candidates and failure to comply with labeling and other restrictions;
- expenses associated with compliance with ongoing regulatory obligations and successful continuing regulatory review;
- market acceptance of our product candidates and ability to identify or discover additional product candidates;
- our ability to obtain high titers for specific phage cocktails necessary for preclinical and clinical testing;
- the availability of specialty raw materials and global supply chain challenges;
- the ability of our product candidates to demonstrate requisite, safety and efficacy for drug products, or safety, purity and potency for biologics without causing adverse effects;
- the success of expected future advanced clinical trials of our product candidates;
- our ability to obtain required regulatory approvals;
- delays in developing manufacturing processes for our product candidates;

- competition from similar technologies, products that are more effective, safer or more affordable than our product candidates or products that obtain marketing approval before our product candidates;
- the impact of unfavorable pricing regulations, third-party reimbursement practices or healthcare reform initiatives on our ability to sell product candidates or therapies profitably;
- protection of our intellectual property rights and compliance with the terms and conditions of current and future licenses with third parties;
- infringement on the intellectual property rights of third parties and claims for remuneration or royalties for assigned service invention rights;
- our ability to acquire, in-license or use proprietary rights held by third parties necessary to our product candidates or future development candidates;
- ethical, legal and social concerns about synthetic biology and genetic engineering that may adversely affect market acceptance of our product candidates;
- reliance on third-party collaborators;
- our ability to attract and retain key employees or to enforce the terms of noncompetition agreements with employees;
- the failure to comply with applicable laws and regulations other than drug manufacturing compliance;
- potential security breaches, including cybersecurity incidents;
- receipt of the second and/or third tranches under the Term Loan Facility, as such term is defined below, or the second tranche under our agreement with the Cystic Fibrosis Foundation;
- political, economic and military instability in the State of Israel; and
- other factors discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, or the 2021 Annual Report.

For a detailed discussion of these and other risks, uncertainties and factors, see Part I, Item 1A "Risk Factors" of our 2021 Annual Report and in Part II, Item 1A of this Quarterly Report. All forward-looking statements contained in this Quarterly Report speak only as of the date hereof. Except as required by law, we are under no duty to (and expressly disclaim any such obligation to) update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report. Comparisons of results between current and prior periods are not intended to express any future trends, or indications of future performance, and should be viewed only as historical data.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

INDEX TO FINANCIAL STATEMENTS

BIOMX INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(USD in thousands, except share and per share data)
(unaudited)

	Note	As of September 30, 2022	As of December 31, 2021
ASSETS			
Current assets			
Cash and cash equivalents		37,067	62,099
Restricted cash		960	996
Short-term deposits		3,500	-
Other current assets		1,003	3,543
Total current assets		42,530	66,638
Property and equipment, net		5,034	5,694
Intangible assets, net		382	1,519
Operating lease right-of-use assets		3,955	4,139
Total non-current assets		9,371	11,352
		51,901	77,990

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BIOMX INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(USD in thousands, except share and per share data)
(unaudited)

	Note	As of September 30, 2022	As of December 31, 2021
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Trade accounts payable		1,781	2,795
Other accounts payable		2,023	5,453
Contract liability		-	1,976
Current portion of operating lease liabilities		687	819
Current portion of long-term debt	4	2,989	-
Total current liabilities		7,480	11,043
Non-current liabilities			
Contract liability		1,976	-
Long-term debt, net of current portion	4	11,799	14,410
Operating lease liabilities, net of current portion		3,882	4,787
Other liabilities		206	215
Total non-current liabilities		17,863	19,412
Commitments and Contingencies	3		
Stockholders' equity	5		
Preferred Stock, $0.0001 par value; Authorized - 1,000,000 shares as of September 30, 2022 and December 31, 2021. No shares issued and outstanding as of September 30, 2022 and December 31, 2021.		-	-
Common Stock, $0.0001 par value; Authorized - 120,000,000 shares as of September 30, 2022 and 60,000,000 shares as of December 31, 2021. Issued – 29,982,282 shares as of September 30, 2022 and 29,753,238 shares as of December 31, 2021. Outstanding – 29,976,582 shares as of September 30, 2022 and 29,747,538 shares as of December 31, 2021.		2	2
Additional paid in capital		157,471	156,017
Accumulated deficit		(130,915)	(108,484)
Total stockholders' equity		26,558	47,535
		51,901	77,990

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(USD in thousands, except share and per share data)
(unaudited)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
Research and development ("R&D") expenses, net		3,536	6,608	13,049	16,102
Amortization of intangible assets		380	380	1,139	1,139
General and administrative expenses		2,633	2,845	7,471	8,436
Operating loss		6,549	9,833	21,659	25,677
Other income		(52)	-	(52)	-
Interest expenses		555	172	1,504	172
Financial expenses (income), net		(280)	16	(706)	(96)
Loss before tax		6,772	10,021	22,405	25,753
Tax expenses		8	10	26	16
Net loss		6,780	10,031	22,431	25,769
Basic and diluted loss per share of Common Stock	6	0.23	0.37	0.75	1.03
Weighted average number of shares of Common Stock outstanding, basic and diluted		29,907,812	27,077,903	29,812,542	25,120,037

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share and per share data)
(unaudited)

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Equity
Balance as of January 1, 2022	29,747,538	2	156,017	(108,484)	47,535
Issuance of Common Stock under Open Market Sales Agreement, net of $1 issuance costs**	27,171	*	37	-	37
Stock-based compensation expenses	-	-	615	-	615
Net loss	-	-	-	(8,169)	(8,169)
Balance as of March 31, 2022	29,774,709	2	156,669	(116,653)	40,018
Stock-based compensation expenses	-	-	184	-	184
Proceeds on account of shares			19		19
Net loss	-	-	-	(7,482)	(7,482)
Balance as of June 30, 2022	29,774,709	2	156,872	(124,135)	32,739
Stock-based compensation expenses	-	-	363	-	363
Issuance of Common Stock under Open Market Sales Agreement net of $7 issuance costs**	201,873	*	236		236
Net loss				(6,780)	(6,780)
Balance as of September 30, 2022	29,976,582	2	157,471	(130,915)	26,558

(*) Less than $1.

(**) See Note 5A.

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(USD in thousands, except share and per share data)
(unaudited)

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Equity
Balance as of January 1, 2021	23,264,637	2	129,725	(72,258)	57,469
Exercise of stock options	12,646	*	23	-	23
Exercise of warrant	362,383	*	-		-
Issuance of Common Stock under Open Market Sales Agreement, net of $134 issuance costs	601,674	*	4,334	-	4,334
Stock-based compensation expenses	-	-	530	-	530
Net loss	-	-	-	(8,402)	(8,402)
Balance as of March 31, 2021	24,241,340	2	134,612	(80,660)	53,954
Exercise of stock options	55,246	*	78	-	78
Issuance of Common Stock under Open Market Sales Agreement, net of $24 issuance costs	132,490	*	801	-	801
Stock-based compensation expenses	-	-	1,095	-	1,095
Net loss	-	-	-	(7,336)	(7,336)
Balance as of June 30, 2021	24,429,076	2	136,586	(87,996)	48,592
Exercise of stock options	11,653	*	20		20
Issuance of Common Stock under Open Market Sales Agreement, net of $2 issuance costs	9,800	*	53		53
Issuance of Common Stock under securities purchase agreement ("SPA"), net of $1,235 issuance costs	3,750,000	*	13,765		13,765
Stock-based compensation expenses	-	-	1,027		1,027
Net loss				(10,031)	(10,031)
Balance as of September 30, 2021	28,200,529	2	151,451	(98,027)	53,426

(*) Less than $1.

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

BIOMX INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(USD in thousands, except share and per share data)
(unaudited)

	For the Nine Months Ended September 30,	
	2022	**2021**
CASH FLOWS – OPERATING ACTIVITIES		
Net loss	(22,431)	(25,769)
Adjustments required to reconcile cash flows used in operating activities:		
Depreciation and amortization	1,896	1,746
Stock-based compensation	1,162	2,652
Amortization of debt issuance costs	378	-
Effect of exchange rate changes on cash and cash equivalents and restricted cash	(139)	2
Changes in other liabilities	(9)	(281)
Capital loss, net	6	24
Changes in operating assets and liabilities:		
Other current assets	2,540	2,109
Trade accounts payable	(1,044)	(549)
Other accounts payable	(3,430)	1,760
Net change in operating leases	(853)	(177)
Net cash used in operating activities	(21,924)	(18,483)
CASH FLOWS – INVESTING ACTIVITIES		
Investment in short-term deposits	(11,500)	-
Proceeds from short-term deposits	8,000	19,851
Purchases of property and equipment	(80)	(3,579)
Proceeds from sale of property and equipment	5	4
Net cash provided (used in) by investing activities	(3,575)	16,276
CASH FLOWS – FINANCING ACTIVITIES		
Issuance of Common Stock under Open Market Sales Agreement, net of issuance costs	273	5,188
Issuance of Common Stock under SPA, net of issuance costs	-	13,766
Proceeds from long-term debt, net of issuance costs	-	14,225
Proceeds on account of shares	19	-
Exercise of stock options	-	121
Net cash provided by financing activities	292	33,300
Increase (decrease) in cash and cash equivalents and restricted cash	(25,207)	31,093
Effect of exchange rate changes on cash and cash equivalents and restricted cash	139	(2)
Cash and cash equivalents and restricted cash at the beginning of the period	63,095	37,240
Cash and cash equivalents and restricted cash at the end of the period	38,027	68,331
Reconciliation of amounts on consolidated balance sheets		
Cash and cash equivalents	37,067	67,346
Restricted cash	960	985
Total cash and cash equivalents and restricted cash	38,027	68,331
Supplemental disclosures of cash flow information		
Cash paid for interest	1,099	60
Taxes paid	26	16
Property and equipment purchases included in accounts payable and accrued expenses	30	691
Recognition of operating lease right-of-use and liabilities	-	168

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NOTE 1 – GENERAL

General information

BiomX Inc., (individually, and together with its subsidiaries, BiomX Ltd. and RondinX Ltd., the "Company" or "BiomX") was incorporated as a blank check company on November 1, 2017, under the laws of the state of Delaware, for the purpose of entering into a merger, stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities.

On July 16, 2019, the Company entered into a merger agreement with BiomX Ltd. ("BiomX Israel"), a company incorporated under the laws of Israel, CHAC Merger Sub Ltd. ("Merger Sub") and Shareholder Representative Services LLC, as amended on October 11, 2019, pursuant to which, among other things, BiomX Israel merged with Merger Sub, with BiomX Israel being the surviving entity in accordance with the Israeli Companies Law, 5759-1999, as a wholly owned direct subsidiary of BiomX Inc.

On October 28, 2019, the Company consummated the acquisition of 100% of the outstanding shares of BiomX Israel (the "Recapitalization Transaction"). Pursuant to the aforementioned merger agreement, in exchange for all of the outstanding shares of BiomX Israel, the Company issued to the shareholders of BiomX Israel a total of 15,069,058 shares of the Company's Common Stock representing approximately 65% of the total shares issued and outstanding after giving effect to the Recapitalization Transaction. As a result of the Recapitalization Transaction, BiomX Israel became a wholly owned subsidiary of the Company. As the shareholders of BiomX Israel received the largest ownership interest in the Company, BiomX Israel was determined to be the "accounting acquirer" in the Recapitalization Transaction.

The Company's shares of Common Stock, units, and warrants are traded on the NYSE American under the symbols PHGE, PHGE.U, and PHGE.WS, respectively.

On February 6, 2020, the Company's Common Stock also began trading on the Tel-Aviv Stock Exchange. On July 6, 2022, the Company announced a voluntary delisting of its shares of Common Stock from the Tel-Aviv Stock Exchange which became effective on October 6, 2022.

BiomX is developing both natural and engineered phage cocktails designed to target and destroy harmful bacteria in chronic diseases. BiomX discovers and validates proprietary bacterial targets and customizes phage compositions against these targets. The Company's headquarters are located in Ness Ziona, Israel.

To date, the Company has not generated revenue from its operations. Based on the Company's current cash and commitments, management believes that the Company's current cash and cash equivalents are sufficient to fund its operations for more than 12 months from the date of issuance of these condensed consolidated financial statements and sufficient to fund its operations necessary to continue development activities.

Consistent with its continuing research and development activities, the Company expects to continue to incur additional losses for the foreseeable future. The Company plans to continue to fund its current operations, as well as other development activities relating to additional product candidates, through future issuances of debt and/or equity securities, loans and possibly additional grants from the Israel Innovation Authority ("IIA") and other government institutions. The Company's ability to raise additional capital in the equity and debt markets is dependent on a number of factors including, but not limited to, the market demand for the Company's Common Stock, which itself is subject to a number of development and business risks and uncertainties, as well as the uncertainty that the Company would be able to raise such additional capital at a price or on terms that are favorable to it. If the Company is unable to raise capital when needed or on attractive terms, it may be forced to delay or reduce its research and development programs. If there are further increases in operating costs for facilities expansion, research and development and clinical activity, the Company will need to use mitigating actions such as to seek additional financing or postpone expenses that are not based on firm commitments. On May 24, 2022, the Company announced a corporate restructuring (the "Corporate Restructuring"), intended to extend the Company's capital resources, while prioritizing the Company's ongoing cystic fibrosis program and delaying the Company's atopic dermatitis program. See note 7 for further information.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

A. Unaudited Condensed Financial Statements

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for condensed financial information. They do not include all the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair statement have been included (consisting only of normal recurring adjustments except as otherwise discussed).

The financial information contained in this report should be read in conjunction with the annual financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, that the Company filed with the U.S. Securities and Exchange Committee (the "SEC") on March 30, 2022. The year-end balance sheet data was derived from the audited consolidated financial statements as of December 31, 2021, but not all disclosures required by GAAP are included.

B. Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions have been eliminated upon consolidation.

C. Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities in the financial statements and the amounts of expenses during the reported years. Actual results could differ from those estimates.

The full extent to which the COVID-19 pandemic may directly or indirectly impact the Company's business, results of operations and financial condition will depend on future developments that are uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain it or treat COVID-19, as well as the economic impact on local, regional, national and international markets. In November 2022, the Company updated its guidance on the timing of certain clinical milestones resulting from challenges it continues to face in clinical trial enrollment resulting from the COVID-19 pandemic. The Company examined the impact of COVID-19 on its financial statements, and although there is currently no major impact, there may be changes to those estimates in future periods. Actual results may differ from these estimates.

D. Recent Accounting Standards

In May 2021, the Financial Accountings Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2021-04, "Earnings Per Share (Topic 260), Debt—Modifications and Extinguishments (Subtopic 470-50), Compensation—Stock Compensation (Topic 718), and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815- 40): Issuer's Accounting for Certain Modifications or Exchanges of Freestanding Equity-Classified Written Call Options" ("ASU 2021-04"). The guidance became effective for the Company on January 1, 2022. The Company adopted the guidance on January 1, 2022, and has concluded the adoption did not have a material impact on its unaudited condensed consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments – Credit Losses," to improve information on credit losses for financial assets and net investment in leases that are not accounted for at fair value through net income. ASU No. 2016-13 replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses. This guidance is effective for the Company beginning on January 1, 2023, with early adoption permitted. The Company does not expect that the adoption of this standard will have a significant impact on its condensed consolidated financial statements and related disclosures.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Cont.)

D. Recent Accounting Standards (Cont.)

In August 2020, the FASB issued ASU 2020-06, "Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40)-Accounting for Convertible Instruments and Contracts in an Entity's Own Equity." The ASU simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. The ASU removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The ASU also simplifies the diluted net income per share calculation in certain areas. The amendments in ASU 2020-06 are effective for smaller reporting companies as defined by the SEC for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Effective January 1, 2022, the Company early adopted ASU 2020-06 using the modified retrospective approach which resulted in no effect.

In October 2021, the FASB issued ASU 2021-08, "Business Combinations (Topic 805), Accounting for Contract Assets and Contract Liabilities from Contracts with Customers," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "Revenue from Contracts with Customers" ("ASC 606"). The guidance will result in the acquirer recognizing contract assets and contract liabilities at the same amounts recorded by the acquiree. The guidance should be applied prospectively to acquisitions occurring on or after the effective date. The guidance is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. Early adoption is permitted, including in interim periods, for any financial statements that have not yet been issued. The Company is currently evaluating this guidance to determine the impact it may have on its consolidated financial statements.

In November 2021, the FASB issued ASU 2021-10, "Government Assistance (Topic 832)," which requires annual disclosures that increase the transparency of transactions involving government grants, including (1) the types of transactions, (2) the accounting for those transactions, and (3) the effect of those transactions on an entity's financial statements. The amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2021. The Company expects that this guidance will not have a significant impact on the Company's consolidated financial statements.

E. Fair Value of Financial Instruments

The Company accounts for financial instruments in accordance with ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820"). ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in non-active markets or in active markets for similar assets or liabilities, observable inputs other than quoted prices, and inputs that are not directly observable but are corroborated by observable market data.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

There were no changes in the fair value hierarchy levelling during the nine months ended September 30, 2022 and year ended December 31, 2021.

(USD and NIS in thousands, except share and per share data)

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Cont.)

E. Fair Value of Financial Instruments (Cont.)

The following table summarizes the fair value of the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis, by level within the fair value hierarchy:

	September 30, 2022			
	Level 1	**Level 2**	**Level 3**	**Fair Value**
Assets:				
Cash equivalents:				
Money market funds	30,119	-	-	30,119
	30,119	**-**	**-**	**30,119**
Liabilities:				
Contingent consideration	-	-	166	166
Foreign exchange contracts payable	-	67	-	67
	-	**67**	**166**	**233**

	December 31, 2021			
	Level 1	**Level 2**	**Level 3**	**Fair Value**
Assets:				
Cash equivalents:				
Money market funds	30,007	-	-	30,007
Foreign exchange contracts receivable	-	62	-	62
	30,007	**62**	**-**	**30,069**
Liabilities:				
Contingent consideration	-	-	175	175
	-	**-**	**175**	**175**

Financial instruments with carrying values approximating fair value include cash and cash equivalents, restricted cash, short-term deposits, other current assets, trade accounts payable and other accounts payable, due to their short-term nature.

The Company determined the fair value of the liabilities for the contingent consideration based on a probability discounted cash flow analysis. This fair value measurement is based on significant unobservable inputs in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration is based on several factors, such as: the attainment of future clinical, developmental, regulatory, commercial and strategic milestones relating to product candidates for treatment of primary sclerosing cholangitis. The discount rate applied ranged from 1.26% to 4.06%. The contingent consideration is evaluated quarterly, or more frequently, if circumstances dictate. Changes in the fair value of contingent consideration are recorded in consolidated statements of operations. Significant changes in unobservable inputs, mainly the probability of success and cash flows projected, could result in material changes to the contingent consideration liability. For the nine months ended September 30, 2022, the Company recorded an income of $9 as a result of a revaluation of the contingent consideration liability.

The Company uses foreign exchange contracts (mainly option and forward contracts) to hedge cash flows from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, the Company recognizes gains or losses that offset the revaluation of the cash flows also recorded under financial expenses (income), net in the condensed consolidated statements of operations. As of September 30, 2022, the Company had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $2,540 with a fair value liability of $67. As of December 31, 2021, the Company had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $4,180 with a fair value asset of $62.

NOTE 3 – COMMITMENTS AND CONTINGENCIES

A. In March 2021, the IIA approved two new applications in relation to the Company's cystic fibrosis product candidate for an aggregate budget of NIS 10,879 (approximately $3,286) and for the Company's product candidate for Inflammatory Bowel Disease ("IBD") and Primary Sclerosing Cholangitis for an aggregate budget of NIS 8,565 (approximately $2,588). The IIA committed to fund 30% of the approved budgets. The programs are for the period beginning January 2021 through December 2021. Through September 30, 2022, the Company received NIS 4,284 (approximately $1,347) from the IIA with respect to these programs.

In August 2021, the IIA approved an application that supports upgrading the Company's manufacturing capabilities for an aggregate budget of NIS 5,737 (approximately $1,778). The IIA committed to fund 50% of the approved budget. The program is for the period beginning July 2021 through June 2022. The program does not bear royalties. Through September 30, 2022, the Company received NIS 1,912 (approximately $577) from the IIA with respect to this program.

In March 2022, the IIA approved an application for a total budget of NIS 13,004 (approximately $4,094) in relation to the Company's cystic fibrosis product candidate. The IIA committed to fund 30% of the approved budget. The program is for the period beginning January 2022 through December 2022. Through September 30, 2022, the Company received NIS 1,365 (approximately $395) from the IIA with respect to this program.

According to the agreement with the IIA, excluding the August 2021 program, BiomX Israel will pay royalties of 3% to 3.5% of future sales up to an amount equal to the accumulated grant received including annual interest of LIBOR linked to the dollar. BiomX Israel may be required to pay additional royalties upon the occurrence of certain events as determined by the IIA, that are within the control of BiomX Israel. No such events have occurred or were probable of occurrence as of the balance sheet date with respect to these royalties. Repayment of the grant is contingent upon the successful completion of the BiomX Israel's R&D programs and generating sales. BiomX Israel has no obligation to repay these grants if the R&D program fails, is unsuccessful or aborted or if no sales are generated. The Company had not yet generated sales as of September 30, 2022; therefore, no liability was recorded in these condensed consolidated financial statements. Received IIA grants are recorded as a reduction of R&D expenses, net.

Through September 30, 2022, total grants approved from the IIA aggregated to approximately $8,403 (NIS 28,683). Through September 30, 2022, the Company had received an aggregate amount of $6,957 (NIS 23,634) in the form of grants from the IIA. Receipt of the remaining grants from approved programs depends on the actual utilization of approved budgets. Total grants subject to royalties' payments aggregated to approximately $6,380. As of September 30, 2022, the Company had a contingent obligation to the IIA in the amount of approximately $6,557 including annual interest of LIBOR linked to the dollar.

The United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced in July 2017 that it will no longer persuade or require banks to submit rates for LIBOR after 2021. Even though the IIA has not declared the alternative benchmark rate to replace LIBOR, the Company does not expect it will have a significant impact on its financial statements.

B. On June 23, 2022 ("Effective Date"), BiomX Israel entered into a new research collaboration agreement with Boehringer Ingelheim International GmbH ("BI") for a collaboration to identify biomarkers for inflammatory bowel disease ("IBD"). Under the agreement, BiomX Israel is eligible to receive fees totaling $1,411 to cover costs to be incurred by BiomX Israel in conducting the research plan under the collaboration. The fees will be paid in instalments of $500 within 30 days of the Effective Date and three additional installments of $500, $200 and $211 upon completion of certain activities under the research plan. Unless terminated earlier, this agreement will remain in effect until (a) a period of eighteen (18) months thereafter or (b) completion of the project plan and submission and approval of the final report, whichever occurs sooner, unless otherwise extended. The consideration is recorded as a reduction of R&D expenses, net in the condensed consolidated statements of operations according to the input model method on a cost-to-cost basis. The remainder of the consideration is recorded as other accounts payable in the condensed consolidated balance sheets. During the nine months ended September 30, 2022, the Company received consideration of $500 and recorded $230 in the condensed consolidated statements of operations.

C. On May 24, 2022, the Company notified the Massachusetts Institute of Technology of the termination of the Patent License Agreement between the parties which became effective on August 22, 2022.

D. In October 2019, BiomX Israel entered into a loan agreement in the amount of $19 with a stockholder of the Company. The loan is secured by shares of Common Stock of the Company. The granting of the loan and the restrictions imposed on the related shares of Common Stock until repayment of the loan and transfer of the shares of Common Stock back to the stockholder were accounted as an acquisition of treasury stock by the Company at an amount equal to the loan. During the nine months ended September 30, 2022, the loan was repaid by the stockholder to the Company and was accounted as proceeds on account of shares in the statements of changes in stockholders' equity as the shares of Common Stock were not transferred to the stockholder as of September 30, 2022.

(USD and NIS in thousands, except share and per share data)

NOTE 4 – LONG-TERM DEBT

On August 16, 2021, the Company entered into a Loan and Security Agreement (the "Loan Agreement") with Hercules Capital, Inc. ("Hercules"), with respect to a venture debt facility. Under the Loan Agreement, Hercules provided the Company with access to a term loan with an aggregate principal amount of up to $30,000 (the "Term Loan Facility"), available in three tranches, subject to certain terms and conditions. The first tranche of $15,000 was advanced to the Company on the date the Loan Agreement was executed. Upon the occurrence of specified milestones and continuing through December 31, 2022, a loan in the aggregate principal amount of up to $10,000, or the second tranche, and upon the occurrence of specified milestones and continuing through September 30, 2023, a loan in the aggregate principal amount of up to $5,000, or the third tranche, may become available. The Company is required to make interest only payments through March 1, 2023, or extended to September 1, 2023 upon satisfaction of certain milestones, and is required to then repay the principal balance and interest in equal monthly installments through September 1, 2025.

As of September 30, 2022, the milestones for the remaining tranches and for the extension of the period of interest only payments to September 1, 2023, have not yet been reached.

The Company may prepay advances under the Loan Agreement, in whole or in part, at any time subject to a prepayment charge equal to: (a) 3.0 % of amounts prepaid, if such prepayment occurs during the first 12 months following the Closing Date; (b) 2.0% after 12 months but prior to 24 months; (c) 1.0% after 24 months but prior to 36 months, and (d) no charge after 36 months. Upon prepayment or repayment of all or any of the term loans under the Term Loan Facility, the Company is required to pay an end of term charge ("End of Term Charge") equal to 6.55% of the total aggregate amount of the term loans being prepaid or repaid.

Interest on the term loan accrues at a per annum rate equal to the greater of (i) the Prime Rate as reported in The Wall Street Journal plus 5.70% and (ii) 8.95%. On September 30, 2022, the Prime Rate was 6.25%. Interest expense is calculated using the effective interest method and is inclusive of non-cash amortization of capitalized loan issuance costs. Debt issuance costs are recorded on the consolidated balance sheet as a reduction of liabilities. Amounts allocated to the debt, net of issuance cost, are subsequently recognized at amortized cost using the effective interest method. On September 30, 2022, the effective interest rate was 15.86%.

As of September 30, 2022, the carrying value of the term loan consists of $15,000 principal outstanding less the unamortized debt discount and issuance costs of approximately $212. The End of Term Charge of $983 is recognized over the life of the term loan as interest expense using the effective interest method. The debt issuance costs have been recorded as a debt discount which are being accreted to interest expense through the maturity date of the term loan.

Interest expense relating to the term loan, which is included in interest expense in the condensed consolidated statements of operations was $555 and $1,504 for the three and nine months ended September 30, 2022.

Under the terms of the Loan Agreement, the Company granted first priority liens and security interests in substantially all of the Company's intellectual property as collateral for the obligations thereunder. The Company also granted Hercules the right, at their discretion, to participate in any closing of any single subsequent broadly marketed financing as defined up to a maximum aggregate amount of $2,000 under the terms as afforded to other investors in such financing. The Loan Agreement also contains representations and warranties by the Company and Hercules, indemnification provisions in favor of Hercules and customary affirmative and negative covenants, including a liquidity covenant beginning October 1, 2022, requiring the Company to maintain a minimum aggregate compensating cash balance of $5,000, and events of default, including a material adverse change in the Company's business, payment defaults, breaches of covenants following any applicable cure period, and a material impairment in the perfection or priority of Hercules' security interest in the collateral. In the event of default by the Company under the Loan Agreement, the Company may be required to repay all amounts then outstanding under the Loan Agreement.

Future principal payments for the long-term debt are as follows:

	September 30, 2022
2023	$ 4,333
2024	5,797
2025	4,870
Total principal payments	15,000
Unamortized discount and debt issuance costs	(212)
Total future principal payments	$ 14,788
Current portion of long-term debt	(2,989)
Long-term debt, net	$ 11,799

NOTE 5 – STOCKHOLDERS' EQUITY

A. Share Capital:

Authorized shares of common stock

On August 24, 2022, the Company's stockholders approved increasing the number of authorized shares of Common Stock from 60,000,000 shares, par value $0.0001 per share, to 120,000,000 shares, par value $0.0001 per share.

At-the-market Sales Agreement:

In December 2020, pursuant to a registration statement on Form S-3 declared effective by the Securities and Exchange Commission on December 11, 2020, the Company entered into an Open Market Sales Agreement ("ATM Agreement") with Jefferies LLC. ("Jefferies"), which provides that, upon the terms and subject to the conditions and limitations in the ATM Agreement, the Company may elect, from time to time, to offer and sell shares of Common Stock with an aggregate offering price of up to $50,000, with Jefferies acting as a sales agent. During the nine months ended September 30, 2022, the Company sold 229,044 shares of Common Stock under the ATM Agreement, at an average price of $1.19 per share, raising aggregate net proceeds of approximately $273, after deducting an aggregate commission of $8.

Maruho Agreement:

In October 2021, the Company entered into a Stock Purchase Agreement with a subsidiary of Maruho Co. Ltd., ("Maruho"), a leading dermatology-focused pharmaceutical company in Japan, pursuant to which the Company issued to Maruho 375,000 shares of Common Stock at a price of $8.00 per share for gross proceeds of $3,000. The Company also granted Maruho a right of first offer to license its atopic dermatitis product candidate, BX005, in Japan. The right of first offer will commence following the availability of results from the Phase 1/2 study. The Company applied ASC 606 by analogy to the agreements. The agreements were combined into a single unit of account for the purpose of applying ASC 606. Part of the consideration paid under the agreements, equal to the grant date fair value of the shares issued to Maruho of $1,024, was attributed to the issuance of shares and accounted for as an increase in equity. The remainder of $1,976 was attributed to a contract liability, to be recognized as other income, at a point in time, once the clinical trials related to the product candidate are completed. Following the Company announcement on May 24, 2022, as mentioned in Note 7 below regarding the delaying of the Company's atopic dermatitis program, the contract liability was classified as a non-current liability.

CFF Agreement:

In December 2021, the Company entered into a Securities Purchase Agreement with the Cystic Fibrosis Foundation ("CF Foundation"), an organization that historically played a role in supporting the development of innovative therapies for patients suffering from cystic fibrosis ("CF"). Under the terms of the agreement, the Company will receive up to $5,000 in two tranches. In the first tranche, which closed and fully received on December 21, 2021, the CF Foundation invested $3,000 as an initial equity investment based on a share price of $2.57. Upon completion of all patient dosing in Part 1 of the Company's Phase 1b/2a study of BX004, the Company would have the right to receive the second tranche of $2,000, also as an equity investment. In the event that the average closing price of the Common Stock for the ten trading days prior to the second tranche completion is less than $2.57, the Company shall have the right in its sole discretion to waive the second tranche payment and in such event the CF Foundation shall not have any right to receive additional shares. The Company concluded that the second tranche is a freestanding financial instrument. The Company also concluded that since the instrument will be predominantly settled in a variable number of shares at a fixed monetary amount, the second tranche is in the scope of ASC 480 and should be accounted for at fair value with subsequent changes in fair value recognized in the statements of operations in each period. The Company further determined that due to the settlement mechanism, the fair value of the second tranche is negligible, both at inception and on September 30, 2022.

(USD and NIS in thousands, except share and per share data)

NOTE 5 – STOCKHOLDERS' EQUITY (Cont.)

A. Share Capital: (Cont.)

Preferred Stock:

The Company is authorized to issue 1,000,000 shares of preferred stock with a par value of $0.0001 per share with such designation, rights and preferences as may be determined from time to time by the Company's Board of Directors (the "Board").

Warrants:

As of September 30, 2022, the Company had the following outstanding warrants to purchase Common Stock issued to stockholders:

Warrant	Issuance Date	Expiration Date	Exercise Price Per Share	Number of Shares of Common Stock Underlying Warrants
Private Placement Warrants	IPO (December 13, 2018)	December 13, 2023	11.50	2,900,000
Public Warrants	IPO (December 13, 2018)	October 28, 2024	11.50	3,500,000
2021 Registered Direct Offering Warrants	SPA (July 28, 2021)	January 28, 2027	5.00	2,812,501
				9,212,501

B. Stock-based Compensation:

On March 29, 2022, the Board of Directors approved the grant of 1,153,500 options to 89 employees, three senior officers, one consultant, and five directors under the Company's 2019 Equity Incentive Plan, without consideration. Options were granted at an exercise price of $1.41 per share with a vesting period of four years. Directors and senior officers are entitled to full acceleration of their unvested options upon the occurrence of both a change in control of the Company and the end of their engagement with the Company.

On June 26, 2022, the Board of Directors approved the grant of 350,500 options to 53 employees, and one consultant under the Company's 2019 Equity Incentive Plan, without consideration. Options were granted at an exercise price of $0.66 per share with a vesting period of four years.

On August 22, 2022, the Board of Directors approved the grant of 290,000 options to four senior officers under the Company's 2019 Equity Incentive Plan, without consideration. Options were granted at an exercise price of $0.66 per share with a vesting period of four years. Senior officers are entitled to full acceleration of their unvested options upon the occurrence of both a change in control of the Company and the end of their engagement with the Company.

On September 30, 2022, the Board of Directors approved the grant of 20,000 options to a consultant under the Company's 2019 Equity Incentive Plan, without consideration. Options were granted at an exercise price of $0.37 per share with a vesting period of one year.

(USD and NIS in thousands, except share and per share data)

NOTE 5 – STOCKHOLDERS' EQUITY (Cont.)

B. Stock-based Compensation: (Cont.)

The fair value of each option was estimated as of the date of grant or reporting period using the Black-Scholes option-pricing model, using the following assumptions:

	Nine Months Ended September 30,	
	2022	**2021**
Underlying value of Common Stock ($)	0.37-1.41	7.02
Exercise price ($)	0.37-1.41	7.02
Expected volatility (%)	85.3-88.4	85.0
Expected terms of the option (years)	5.31-6.11	6.11
Risk-free interest rate (%)	2.50-4.05	1.17

The cost of the benefit embodied in the options granted during the nine and three months ended September 30, 2022, based on their fair value as of at the grant date, is estimated to be approximately $1,428 and $127, respectively. These amounts will be recognized in statements of operations over the vesting period.

(1) A summary of options granted to purchase the Company's Common Stock under the Company's share option plans is as follows:

	For the Nine Months Ended September 30, 2022		
	Number of Options	**Weighted Average Exercise Price**	**Aggregate Intrinsic Value**
Outstanding at the beginning of period	4,084,549	3.95	671
Granted	1,814,000	1.14	
Forfeited	(868,141)	4.08	
Exercised	-	-	
Outstanding at the end of period	5,030,408	2.92	74
Exercisable at the end of period	2,691,163		
Weighted average remaining contractual life of outstanding options – years as of September 30, 2022	7.18		

(USD and NIS in thousands, except share and per share data)

NOTE 5 – STOCKHOLDERS' EQUITY (Cont.)

B. Stock-based Compensation: (Cont.)

Warrants:

As of September 30, 2022, the Company had the following outstanding compensation related warrants to purchase Common Stock:

Warrant	Issuance Date	Expiration Date	Exercise Price Per Share	Number of Shares of Common Stock Underlying Warrants
Private Warrants issued to scientific founders (see below)	November 27, 2017		-	2,974

In November 2017, BiomX Israel issued 2,974 warrants to its scientific founders. The warrants were fully vested at their grant date and will expire immediately prior to a consummation of an M&A transaction. The warrants did not expire as a result of the Recapitalization Transaction and have no exercise price.

(2) The following table sets forth the total stock-based payment expenses resulting from options granted, included in the statements of operations:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2022	2021	2022	2021
Research and development expenses, net	352	1,539	104	581
General and administrative	810	1,113	259	446
	1,162	2,652	363	1,027

NOTE 6 – BASIC AND DILUTED LOSS PER SHARE

Basic loss per share is computed on the basis of the net loss for the period divided by the weighted average number of shares of Common Stock outstanding during the period. Diluted loss per share is based upon the weighted average number of shares of Common Stock and of potential shares of Common Stock outstanding when dilutive. Potential shares of Common Stock equivalents include outstanding stock options and warrants, which are included under the treasury stock method when dilutive. The calculation of diluted loss per share for the nine months ended September 30, 2022 does not include 5,030,408, 9,215,475 and 4,000,000 of shares underlying options, shares underlying warrants and contingent shares, respectively, because the effect would be anti-dilutive.

NOTE 7 – CORPORATE RESTRUCTURING

On May 24, 2022, the Company announced a Corporate Restructuring, intended to extend the Company's capital resources, while prioritizing the Company's ongoing cystic fibrosis program and delaying the Company's atopic dermatitis program. The Corporate Restructuring included a reduction of 36 full-time employees, two consultants and 9 part-time employees, or 42% of the Company's employees as of such date. The Company incurred a one-time employee benefits and severance cost of approximately $214 in operating expenses in the second quarter of 2022. Non-cash stock-based compensation credits related to the forfeiture of stock options of approximately $125 and $376 are included in operating expenses in the condensed consolidated statements of operations for the three and nine months ended September 30, 2022, respectively.

NOTE 8 – LEASES

In August 2022, BiomX Israel entered into a sublease agreement for a portion of its office space in Ness Ziona, Israel. The agreement is for a period of two years beginning on August 15, 2022. The monthly lease payments under the agreement are approximately $29. The monthly lease proceeds are recorded as other income in the condensed consolidated statements of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

References in this Quarterly Report to "the Company", "BiomX", "we", "us" or "our", mean BiomX Inc. and its consolidated subsidiaries unless otherwise expressly stated or the context indicates otherwise.

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report. Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

General

We are a clinical company developing products using both natural and engineered phage technologies designed to target and destroy harmful bacteria in the treatment of chronic diseases. Bacteriophage or phage are viruses that target bacteria and are considered inert to mammalian cells. By developing proprietary combinations of naturally occurring phage and by creating novel phage using synthetic biology, we develop phage-based therapies intended to address large-market and orphan diseases.

Since inception in 2015, we have devoted substantially all our resources to organizing and staffing the company, raising capital, acquiring rights to or discovering product candidates, developing our technology platforms, securing related intellectual property rights, and conducting discovery, research and development activities for our product candidates. We do not have any products approved for sale, our products are still in the preclinical and clinical development stages, and we have not generated any revenue from product sales. As we move our product candidates from preclinical to clinical stage and continue with clinical trials, we expect our expenses to increase.

Our phage-based product candidates are developed utilizing our proprietary research and development platform named BOLT. The BOLT platform is unique, employing cutting edge methodologies and capabilities across disciplines including computational biology, microbiology, synthetic engineering of phage and their production bacterial hosts, bioanalytical assay development, manufacturing and formulation, to allow agile and efficient development of natural or engineered phage combinations, or cocktails.

BOLT is designed to allow rapid phage cocktails. The BOLT cocktail targets a broad patient population and may be comprised of naturally-occurring or synthetically engineered phage. The cocktail contains phage with complementary features and is further optimized for multiple characteristics such as broad target host range, ability to prevent resistance, biofilm penetration, stability and ease of manufacturing. Development of the optimized phage cocktail is anticipated to require 1-2 years.

On November 15, 2021, we announced that we plan to focus on Cystic Fibrosis, or CF, and Atopic Dermatitis, or AD, programs in 2022 and to temporarily pause the development efforts in Inflammatory Bowel Disease, or IBD, and Colorectal Cancer, or CRC, for approximately one year, as neither program was expected to yield proof-of-concept data in patients over the next twelve months. As of today, we cannot provide any guidance on resuming activities in these programs.

On May 24, 2022, we announced a corporate restructuring, or the Corporate Restructuring, whereby we plan to prioritize the CF program and delay the AD program. The Corporate Restructuring is intended to extend the Company's capital resources until at least the middle of 2024 and included the laying off of approximately 42% of our employees.

Clinical and Pre-Clinical Developments

Cystic Fibrosis

On March 31, 2021, we announced the selection of the phage cocktail for BX004, our therapeutic phage product candidate under development for chronic respiratory infections caused by *Pseudomonas aeruginosa,* or *P. aeruginosa,* a main contributor to morbidity and mortality in patients with CF. In September 2021, BX004 was cleared by the FDA to initiate the Phase 1b/2a trial in CF patients with chronic respiratory infections caused by *P. aeruginosa*. Based on recommendations from the Cystic Fibrosis Therapeutic Development Network, we updated our Phase 2 proof-of-concept study design and timelines to a Phase 1b/2a trial in CF patients with chronic respiratory infections caused by P. aeruginosa. On June 27, 2022, we announced the dosing of the first two patients in the Phase 1b/2a. The Phase 1b/2a trial will be comprised of two parts. Part 1 will evaluate the safety, pharmacokinetics and microbiologic/clinical activity of BX004 in eight CF patients in a single ascending dose and multiple ascending dose design. Due to further delays resulting from the impact of the COVID-19 pandemic, results from Part 1 are now expected in the first quarter of 2023. Part 2 of the Phase 1b/2a trial will evaluate the safety and efficacy of BX004 in 24 CF patients randomized to a treatment or placebo cohort in a 2:1 ratio. Results from Part 2 are now expected by the third quarter of 2023.

Atopic Dermatitis

On March 31, 2021, we announced the selection of the phage cocktail for BX005, our topical phage product candidate targeting *Staphylococcus aureus*, or *S. aureus*, a bacterium associated with the development and exacerbation of inflammation in atopic dermatitis. By reducing *S. aureus* burden, BX005 is designed to shift the skin microbiome composition to its "pre-flare" state to potentially result in clinical improvement. On April 8, 2022, the FDA approved the Company's IND application for BX005. We are working on evaluating timelines for a clinical trial, in coordination with Maruho.

Inflammatory Bowel Disease and Primary Sclerosing Cholangitis

On November 12, 2020, we announced consolidation of our IBD and PSC programs into a single broad host range product candidate, named BX003, under development for both indications. Prior to November 2020, we had two separate phage product candidates for IBD and for PSC, with our IBD product candidate named BX002 and PSC product candidate named BX003. After the consolidation, the current BX003 product candidate is now under development to treat both IBD and PSC, targeting bacterial strains of *Klebsiella pneumoniae*, or *K. pneumoniae*, a potential pathogen implicated in both diseases. Prior to the consolidation, our Phase 1a clinical study was conducted only on BX002, and any future clinical studies, to the extent conducted will be on BX003 for both IBD and PSC.

On February 2, 2021, we announced positive results of a randomized, single-blind, multiple-dose, placebo-controlled Phase 1a pharmacokinetic study of BX002, our product candidate for IBD and PSC, conducted under an investigational new drug, or IND, application submitted to the FDA. The study evaluated the safety and tolerability of orally administered BX002 in 18 healthy volunteers. Subjects were randomized to receive orally either BX002 or placebo, twice daily for three days. Subjects were monitored for safety for seven days in a clinical unit, with follow-up monitoring for safety assessments conducted at 14 and 28 days after completion of dosing. BX002 was demonstrated to be safe and well-tolerated, with no serious adverse events and no adverse events leading to discontinuation. In addition, the study met its objective of delivering high concentrations of viable phage to the gastrointestinal tract of approximately 1010 PFU, or plaque forming units. This equals approximately 1,000 times more viable phage compared to the bacterial burden of *K. pneumoniae* in IBD and PSC patients as measured in stool.

On November 15, 2021, we announced that we are pausing the development efforts of BX003. We are currently prioritizing resources toward our CF and AD programs, and we cannot provide any guidance on resuming the development of BX003.

Colorectal Cancer

For our CRC program, we are exploring phage mediated delivery of therapeutic payloads to *Fusobacterium nucleatum* bacteria residing in the tumors of patients with colorectal cancer. On November 15, 2021, we announced that we are pausing our CRC program. We are currently prioritizing resources toward our CF and AD programs, and we cannot provide any guidance on resuming the CRC program.

For more information regarding our product candidates, see Part I, Item 1 "Business" of our 2021 Annual Report.

COVID-19

In response to the pandemic, we have implemented the mandatory as well as recommended measures to safeguard the health and safety of our employees and clinical trial participants, and the continuity of our business operations. These measures currently include a work from home policy for all employees who are able to perform their duties remotely, and we expect to continue to take actions as may be required or recommended by government authorities or as we determine are in the best interests of our employees, clinical trial participants and others in light of COVID-19. As of November 4, 2022, COVID-19 has not had a material impact on our results of operations. However, uncertainty remains as to the potential impact of COVID-19 on our future research and development activities and the potential for a material impact on the Company increases the longer the virus impacts certain aspects of economic activity around the world. The full extent to which COVID-19 will directly or indirectly impact our business, results of operations and financial condition, including our ability to fulfill our clinical trial enrollment needs, will depend on future developments that are highly uncertain, including as a result of new information that may emerge concerning COVID-19 and the actions taken to contain it or treat COVID-19, as well as the economic impact on local, regional, national and international markets, the ultimate geographic spread of the disease, the duration of the pandemic, travel restrictions and social distancing in the United States and other countries, business closures or business disruptions, the ultimate impact on financial markets and the global economy, the effectiveness of vaccines and vaccine distribution efforts and the effectiveness of other actions taken in the United States and other countries to contain and treat the disease. In November 2022, we updated our guidance on the timing of certain clinical milestones resulting from challenges we continue to face in clinical trial enrollment resulting from the impact of the COVID-19 pandemic. It is not currently possible to predict how long the pandemic will last, what the long-term global effects will be, or the time that it will take for economic activity to return to pre-pandemic levels, and we do not yet know the full impact on our business and operations. We will continue to monitor COVID-19 closely and follow health and safety guidelines as they evolve.

Consolidated Results of Operations

Comparison of the Three Months Ended September 30, 2022 and 2021

The following table summarizes our consolidated results of operations for the three months ended September 30, 2022 and 2021:

	Three Months ended September 30,	
	2022	2021
	USD in thousands	
Research and development ("R&D") expenses, net	3,536	6,608
Amortization of intangible assets	380	380
General and administrative expenses	2,633	2,845
Operating loss	6,549	2,833
Other income	(52)	
Interest expenses	555	172
Financial expense (income), net	(280)	16
Loss before tax	6,772	10,021
Tax expenses	8	10
Net loss	6,780	10,031
Basic and diluted loss per share of Common Stock	0.23	0.37
Weighted average number of shares of Common Stock outstanding, basic and diluted	29,907,812	27,077,903

R&D expenses, net (net of grants received from the Israel Innovation Authority, or the IIA, and considerations from research collaborations) were $3.5 million for the three months ended September 30, 2022, compared to $6.6 million for the three months ended September 30, 2021. The decrease of $3.1 million, or 47%, is primarily due to the following:

- a decrease in salaries and related expenses and stock-based compensation expenses due to a reduction in workforce, as a result of the Corporate Restructuring;
- pausing the development of BX003, the product candidate for the treatment of IBD and PSC;
- pausing the development of our CRC product candidate; and
- the discontinuation of the development of the product candidate for the treatment of acne, BX001.

These were partially offset by a decrease in IIA grants. We recorded $0.2 million and $0.6 million of IIA grants during the three months ended September 30, 2022 and September 30, 2021, respectively.

General and administrative expenses were $2.6 million for the three months ended September 30, 2022, compared to $2.8 million for the three months ended September 30, 2021. The decrease of $0.2 million, or 7% is primarily due to a decrease in salaries and related expenses and stock-based compensation expenses due to a reduction in workforce, as part of the Corporate Restructuring.

Other income was $52,000 for the three months ended September 30, 2022. The Company had no other income for the three months ended September 30, 2021. The increase of $52,000, or 100%, is due to a sublease agreement for a portion of our office space in Ness Ziona, Israel entered into in August 2022.

Interest expenses were $0.6 million for the three months ended September 30, 2022 compared to $0.2 million for the three months ended September 30, 2021. The increase of $0.4 million, is due to interest payments incurred under our loan from Hercules Capital, Inc., or the Hercules Loan, entered into in August 2021.

Financial income, net was $0.3 million for the three months ended September 30, 2022, compared to financial expense, net of $0.02 million for the three months ended September 30, 2021. The increase in financial income, net of $0.3 million is primarily due to the rising interest rates which resulted in higher interest income and due to appreciation of the U.S. dollar against the NIS.

Basic and diluted loss per share of Common Stock was $0.23 for the three months ended September 30, 2022, compared to $0.37 for the three months ended September 30, 2021. The decrease in diluted loss per share of $0.14, or 38%, is primarily due to a decrease in our operating loss and due to the increase in outstanding shares as part of a registered direct offering completed in July 2021 and other issuances of our Common Stock.

Comparison of the Nine Months Ended September 30, 2022 and 2022

The following table summarizes our consolidated results of operations for the nine months ended September 30, 2022 and 2021:

	Nine Months ended September 30,	
	2022	2021
	USD in thousands	
R&D expenses, net	13,049	16,102
Amortization of intangible assets	1,139	1,139
General and administrative expenses	7,471	8,436
Operating loss	21,659	25,677
Other income	(52)	
Interest expenses	1,504	172
Financial income, net	(706)	(96)
Loss before tax	22,405	25,753
Tax expenses	26	16
Net loss	22,431	25,769
Basic and diluted loss per share of Common Stock	0.75	1.03
Weighted average number of shares of Common Stock outstanding, basic and diluted	29,812,542	25,120,037

R&D expenses, net (net of grants received from the IIA, and considerations from research collaborations) were $13.0 million for the nine months ended September 30, 2022 compared to $16.1 million for the nine months ended September 30, 2021. The decrease of $3.1 million, or 19%, is primarily due to the following:

- a decrease in salaries and related expenses and stock-based compensation expenses due to a reduction in workforce, as a result of the Corporate Restructuring;
- pausing the development of BX003, the product candidate for the treatment of IBD and PSC;
- pausing the development of our CRC product candidate; and
- the discontinuation of the development of the product candidate for the treatment of acne, BX001.

These were partially offset by a decrease in IIA grants. We recorded $0.9 million and $3.3 million of IIA grants during the nine months ended September 30, 2022 and September 30, 2021, respectively.

General and administrative expenses were $7.5 million for the nine months ended September 30, 2022, compared to $8.4 million for the nine months ended September 30, 2021. The decrease of $0.9 million, or 11%, is primarily due to a decrease in salaries and related expenses and stock-based compensation expenses due to a reduction in the workforce, as part of the Corporate Restructuring. In addition, the decrease is due to 2021 expenses from moving into new premises.

Other income was $52,000 for the nine months ended September 30, 2022. The Company had no other income for the nine months ended September 30, 2021. The increase of $52,000, or 100%, is due to a sublease agreement for a portion of our office space in Ness Ziona, Israel entered into in August 2022.

Interest expenses were $1.5 million for the nine months ended September 30, 2022. compared to $0.2 million for the nine months ended September 30, 2021. The increase of $1.3 million, is due to interest payments incurred under the Hercules Loan entered into in August 2021.

Financial income, net was $0.7 million for the nine months ended September 30, 2022, compared to $0.1 million for the nine months ended September 30, 2021. The increase in financial income, net of $0.6 million, or 600%, is primarily due to appreciation of the U.S. dollar against the NIS and due to the rising interest rates, which resulted in higher interest income.

Basic and diluted loss per share of Common Stock was $0.75 for the nine months ended September 30, 2022, compared to $1.03 for the nine months ended September 30, 2021. The decrease in diluted loss per share of $0.28, or 27%, is primarily due to a decrease in our operating loss and due to the increase in outstanding shares as part of a registered direct offering completed in July 2021 and other issuances of our Common Stock.

Liquidity and Capital Resources

We believe our cash and cash equivalents and short-term deposits on hand will be sufficient to meet our working capital and capital expenditure requirements until at least the middle of 2024. We have revised our operating plans in order to reduce expenses including the Corporate Restructuring, which significantly reduced our expenses related to employees, and, subleasing a portion of our office space in Ness Ziona, Israel. We currently plan to continue to focus primarily on BX004, our product candidate for CF and continue our efforts to advance the development plan of BX005, our product candidate for AD. In the future we will likely require or desire additional funds to support our operating expenses, capital requirements, resumption of our development plans for BX003 or our development plan in CRC or for other purposes. Accordingly, we are exploring and expect to further explore, raising such additional funds through public or private equity such as the potential second tranche in the Securities Purchase Agreement with the Cystic Fibrosis Foundation, or the CFF Agreement, or debt financings, loans such as the Hercules Loan, governmental or other grants or collaborative agreements or from other sources, as well as under the ATM Agreement discussed below. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited. If there are increases in operating costs for facilities expansion, research and development and clinical activity, we will need to use mitigating actions such as to seek additional financing or postpone expenses that are not based on firm commitments. If we are unable to raise additional funds when or on the terms desired, our business, financial condition and results of operations could be adversely affected.

Cash Flows

The following table summarizes our sources and uses of cash for the nine months ended September 30, 2022 and 2021:

	Nine Months Ended September 30,	
	2022	2021
	USD in thousands	
Net cash used in operating activities	(21,924)	(18,483)
Net cash provided by (used in) investing activities	(3,575)	16,276
Net cash provided by financing activities	292	33,300
Effect of exchange rate changes on cash and cash equivalents and restricted cash	139	(2)
Net increase (decrease) in cash and cash equivalents	(25,207)	31,091

Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2022 was $21.9 million primarily due to a net loss of $22.4 million, mostly due to our R&D and general and administrative expenses, and due to changes in our operating assets and liabilities of $2.8 million, offset by non-cash charges of $3.3 million. Non-cash charges for the nine months ended September 30, 2022 consisted primarily of depreciation and amortization expenses of $1.9 million and stock-based compensation expenses in the amount of $1.2 million. Net changes in our operating assets and liabilities consisted primarily of a decrease in trade accounts payable of $1.0 million, other accounts payable in the amount of $3.4 million and a net change in operating leases in the amount of $0.9 million, partially offset by an increase in other current assets in the amount of $2.5 million.

Net cash used in operating activities for the nine months ended September 30, 2021 was $18.5 million primarily due to a net loss of $25.8 million, mostly due to our R&D and general and administrative expenses, offset by non-cash charges of $4.1 million and changes in our operating assets and liabilities of $3.1 million. Non-cash charges for the nine months ended September 30, 2021 consisted primarily of depreciation and amortization expenses of $1.7 million and stock-based compensation expenses in the amount of $2.7 million, offset by changes in contingent consideration of $0.3 million. Net changes in our operating assets and liabilities consisted primarily due to change in other current assets in the amount of $2.1 million and in other account payables in the amount of $1.8 million, partially offset by a decrease in accounts payable of $0.5 million and a decrease in net change in operating leases of $0.2 million.

Investing Activities

During the nine months ended September 30, 2022, net cash provided by investing activities was $3.6 million, as a result of the net change in investment in short-term deposits of $3.5 million.

During the nine months ended September 30, 2021, net cash provided by investing activities was $16.3 million, primarily as a result of liquidation of short-term deposits of $19.9 million, partially offset by purchases of property and equipment of $3.6 million which consisted primarily of leasehold improvements and lab equipment as part of construction work on our then new in-house manufacturing facility, laboratories and offices.

We have invested, and plan to continue to invest, our existing cash in short-term investments in accordance with our investment policy. These investments may include money market funds and investment securities consisting of U.S. Treasury notes, and high quality, marketable debt instruments of corporations and government sponsored enterprises. We use foreign exchange contracts (mainly option and forward contracts) to hedge balance sheet items from currency exposure. These foreign exchange contracts are not designated as hedging instruments for accounting purposes. In connection with these foreign exchange contracts, we record gains or losses that offset the revaluation of the balance sheet items under financial income, net in our condensed consolidated statements of operations. As of September 30, 2022, we had outstanding foreign exchange contracts for the exchange of USD to NIS in the amount of approximately $2.5 million with a fair value of $0.07 million. As of September 30, 2021, we had outstanding foreign exchange contracts in the amount of approximately $2.8 million with a fair value of $0.02 million.

Financing Activities

During the nine months ended September 30, 2022, net cash provided by financing activities was $0.3 million, mainly due to issuances of Common Stock pursuant to the Open Market Sales Agreement referred to below.

During the nine months ended September 30, 2021, net cash provided by financing activities was $33.3 million, from borrowing under a loan and security agreement, from the issuance of Common Stock in a registered direct offering and from the issuance of Common Stock pursuant to the Open Market Sales Agreement referred to below.

In December 2020, pursuant to a registration statement on Form S-3 declared effective by the Securities and Exchange Commission on December 11, 2020, we entered into an Open Market Sales Agreement, or the ATM Agreement, with Jefferies LLC, or Jefferies, which provides that, upon the terms and subject to the conditions and limitations in the ATM Agreement, we may elect, from time to time, to offer and sell shares of Common Stock having an aggregate offering price of up to $50,000,000 through Jefferies acting as sales agent. We are not obligated to make any sales of Common Stock under the ATM Agreement. From January 1, 2022 through September 30, 2022, we issued an aggregate of 229,044 shares of Common Stock under the ATM Agreement for aggregate gross proceeds of $0.28 million. We did not issue any shares of Common Stock pursuant to the ATM Agreement from October 1, 2022 through November 4, 2022. We may continue to sell shares under the ATM Agreement and otherwise to use our effective shelf registration statement to raise additional funds from time to time.

Under the Loan Agreement, we have a Term Loan Facility, available in three tranches, subject to certain terms and conditions. The first tranche of $15.0 million was advanced to us on the date the Loan Agreement was executed. Upon the occurrence of specified milestones and continuing through December 31, 2022, a loan in the aggregate principal amount of up to $10.0 million, or the second tranche, and upon the occurrence of specified milestones and continuing through September 30, 2023, a loan in the aggregate principal amount of up to $5.0 million, or the third tranche, may become available. We are required to make interest only payments through March 1, 2023, or extended to September 1, 2023 upon satisfaction of certain milestones, and is required to then repay the principal balance and interest in equal monthly installments through September 1, 2025. As of September 30, 2022, the milestones for the remaining tranches and for the extension of the period of interest payment to September 1, 2023, have not yet been reached. Interest on the Hercules Loan accrues at a per annum rate equal to the greater of (i) the Prime Rate as reported in The Wall Street Journal plus 5.70% and (ii) 8.95%. On September 30, 2022, the Prime Rate was 6.25%. On September 30, 2022, the effective interest rate was 15.86%.

Under the terms of the Loan Agreement, we granted first priority liens and security interests in substantially all of our intellectual property as collateral for the obligations thereunder. We also granted Hercules the right, at their discretion, to participate in any closing of any single subsequent broadly marketed financing as defined up to a maximum aggregate amount of $2.0 million under the terms as afforded to other investors in such financing. The Loan Agreement also contains representations and warranties by the Company and Hercules, indemnification provisions in favor of Hercules and customary affirmative and negative covenants, including a liquidity covenant beginning October 1, 2022, requiring us to maintain a minimum aggregate compensating cash balance of $5.0 million, and events of default. In the event of default by the Company under the Loan Agreement, the Company may be required to repay all amounts then outstanding under the Loan Agreement. As of September 30, 2022, we believe we were in compliance with all covenants under the Loan Agreement.

Outlook

We have accumulated a deficit of $131 million since our inception. To date, we have not generated revenue from our operations and we do not expect to generate any significant revenues from sales of products in the next twelve months. Our cash needs may increase in the foreseeable future. We expect to generate revenues, from the sale of licenses to use our technology or products, but in the short and medium terms any amounts generated are unlikely to exceed our costs of operations. According to our estimates and based on our current operating plans, our liquidity resources as of September 30, 2022, which consisted primarily of cash, cash equivalents, short-term deposits and restricted cash of approximately $41.5 million will be sufficient to fund our operations until at least the middle of 2024.

Consistent with our continuous R&D activities, we expect to continue to incur additional losses in the foreseeable future. To the extent we require funds above our existing liquidity resources in the medium and long term, we plan to fund our operations, as well as other development activities relating to additional product candidates, through future issuances of public or private equity, including under the CFF Agreement, or under our ATM Agreement, or debt securities, loans, including the Hercules Loan and possibly additional grants from the IIA or other government or non-profit institutions. Our ability to raise additional capital in the equity and debt markets is dependent on a number of factors including, but not limited to, the market demand for our securities, which itself is subject to a number of development and business risks and uncertainties, as well as the uncertainty that we would be able to raise such additional capital at a price or on terms that are favorable to us.

We entered into forward and option contracts to hedge against the risk of overall changes in future cash flow for payments of salaries and related expenses, as well as other expenses denominated in NIS, for a period of less than one year.

As of September 30, 2022 and September 30, 2021, we had outstanding foreign exchange contracts for the exchange of USD to NIS in the amounts of approximately $2.5 million and $2.8 million, respectively.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to make disclosures under this Item.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation, as of the end of the period covered by this Quarterly Report, of the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on this evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective as of September 30, 2022.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting, as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the quarter ended September 30, 2022 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021, which could materially affect our business, financial condition or future results.

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 30, 2022, as amended, except as noted below.

Risks related to the Hercules Loan Agreement

Rising interest rates may adversely increase interest rates on our outstanding indebtedness to Hercules

On August 16, 2021, we entered into the Loan Agreement, with Hercules, providing for a term loan in an aggregate principal amount of up to $30.0 million, subject to funding in three tranches and subject to certain terms and conditions, or the Term Loan. We received the first tranche of $15.0 million promptly after signing the Loan Agreement. Two additional tranches in the amounts of $10 million and $5 million may become available to us to borrow upon the occurrence of certain milestone events.

Interest on the Term Loan accrues at a per annum rate equal to the greater of (i) the Prime Rate as reported in The Wall Street Journal plus 5.70% and (ii) 8.95%. On September 30, 2022, the Prime Rate was 6.25%, which reflects an increase of 3% from the Prime Rate on September 30, 2021, which was 3.25%. Accordingly, the interest rate on the Term Loan increased from 8.95% to 11.95%, which results in an additional payment of interest.

The rising interest rates caused due to global inflation, and the dependency of the interest paid on the Term Loan on the Prime Rate, result in an increase in the repayment of the Term Loan, and may adversely decrease our cash reserve, affect our ability to finance research and development activities and affect our ability to repay the loan or qualify for the additional tranches of the Term Loan.

If we default under the Loan Agreement, Hercules may accelerate all of our repayment obligations and take control of our pledged assets, potentially requiring us to renegotiate our agreement on terms less favorable to us or to immediately cease operations. Further, if we are liquidated, the lenders' right to repayment would be senior to the rights of the holders of our Common Stock to receive any proceeds from the liquidation. Any declaration by Hercules of an event of default could significantly harm our business and prospects and could cause the price of our Common Stock to decline. If we raise any additional debt financing, the terms of such additional debt could further restrict our operating and financial flexibility.

Item 6. Exhibits

No.	Description of Exhibit
3.1*	Composite Copy of Amended and Restated Certificate of Incorporation of the Company, effective on December 11, 2018, as amended to date (clean version).
3.2*	Composite Copy of Amended and Restated Certificate of Incorporation of the Company, effective on December 11, 2018, as amended to date. (marked version)
3.3	Amended and Restated Bylaws of the Company, effective as of October 28, 2019 (Incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed by the Company on November 1, 2019)
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a)
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d-14(a)
32**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

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.

BIOMX INC.

Date: November 9, 2022

By: /s/ Jonathan Solomon
Name: Jonathan Solomon
Title: Chief Executive Officer
(Principal Executive Officer)

Date: November 9, 2022

By: /s/ Marina Wolfson
Name: Marina Wolfson
Title: Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Exhibit 3.1

BIOMX INC.

COMPOSITE CERTIFICATE OF INCORPORATION

INCORPORATING:

Amended and Restated Certificate of Incorporation filed December 13, 2018

Certificate of Amendment of Certificate of Incorporation filed October 28, 2019

Certificate of Amendment of Certificate of Incorporation filed August 31, 2022

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

BIOMX INC.

Pursuant to Section 245 of the

Delaware General Corporation Law

FIRST:[1] The name of the corporation is BiomX Inc. (hereinafter called the "Corporation").

SECOND: The registered office of the Corporation is to be located at 850 New Burton Road, Suite 201, in the City of Dover, in the County of Kent, 19904. The name of its registered agent at that address is Cogency Global Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

FOURTH: The name and mailing address of the incorporator is: Jaszick Maldonado, c/o Loeb & Loeb LLP, 345 Park Avenue, New York NY 10154.

FIFTH:[2] The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 121,000,000, of which 120,000,000 shares shall be common stock, par value $.0001 per share ("Common Stock") and 1,000,000 shares shall be preferred stock, par value $.0001 per share ("Preferred Stock").

A. Preferred Stock. The Board of Directors is expressly granted authority to issue shares of the Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special 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 issue of such series (a "Preferred Stock Designation") and as may be permitted by the GCL. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

B. Common Stock. Except as otherwise required by law or as otherwise provided in any Preferred Stock Designation, the holders of the Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

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[1] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed October 28, 2019.

[2] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed August 31, 2022.

SIXTH: This Article Sixth shall apply during the period commencing upon the filing of this Certificate of Incorporation and terminating upon the consummation of any "Business Combination" (as defined below). A "Business Combination" shall mean any merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination involving the Corporation and one or more businesses or entities ("Target Business"), or entering into contractual arrangements that give the Corporation control over such a Target Business, and, if the Corporation is then listed on a national securities exchange, the Target Business has a fair market value equal to at least 80% of the balance in the Trust Fund (defined below), less any taxes payable on interest earned, at the time of signing a definitive agreement in connection with the initial Business Combination. "IPO Shares" shall mean the shares sold pursuant to the registration statement on Form S-1 ("Registration Statement") filed with the Securities and Exchange Commission ("Commission") in connection with the Corporation's initial public offering ("IPO"). The "fair market value" for purposes of this Article Sixth will be determined by the Board of Directors of the Corporation based upon one or more standards generally accepted by the financial community (such as actual and potential sales, earnings, cash flow and/or book value). If the Board of Directors is unable to independently determine the fair market value of the Target Business, the Corporation will obtain an opinion from an independent investment banking firm, or another independent entity that commonly renders valuation opinions, with respect to the satisfaction of such criteria.

A. Prior to the consummation of a Business Combination, the Corporation shall either (i) submit any Business Combination to its holders of Common Stock for approval ("Proxy Solicitation") pursuant to the proxy rules promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"), or (ii) provide its holders of IPO Shares with the opportunity to sell their shares to the Corporation by means of a tender offer ("Tender Offer").

B. If the Corporation engages in a Proxy Solicitation with respect to a Business Combination, the Corporation will consummate the Business Combination only if a majority of the then outstanding shares of Common Stock present and entitled to vote at the meeting to approve the Business Combination are voted for the approval of such Business Combination.

C. In the event that a Business Combination is consummated by the Corporation or the Corporation holds a vote of its stockholders to amend its Certificate of Incorporation, any holder of IPO Shares who (i) voted on the proposal to approve such Business Combination or amend the Certificate of Incorporation, whether such holder voted in favor or against such Business Combination or amendment, and followed the procedures contained in the proxy materials to perfect the holder's right to convert the holder's IPO Shares into cash, if any, or (ii) tendered the holder's IPO Shares as specified in the tender offer materials therefore, shall be entitled to receive the Conversion Price (as defined below) in exchange for the holder's IPO Shares. The Corporation shall, promptly after consummation of the Business Combination or the filing of the amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, convert such shares into cash at a per share price equal to the quotient determined by dividing (i) the amount then held in the Trust Fund (as defined below) less any income taxes owed on such funds but not yet paid, calculated as of two business days prior to the consummation of the Business Combination or the filing of the amendment, as applicable, by (ii) the total number of IPO Shares then outstanding (such price being referred to as the "Conversion Price"). "Trust Fund" shall mean the trust account established by the Corporation at the consummation of its IPO and into which the amount specified in Registration Statement is deposited. Notwithstanding the foregoing, a holder of IPO Shares, together with any affiliate of his or any other person with whom he is acting in concert or as a "group" (within the meaning of Section 13(d)(3) of the Exchange Act) ("Group") with, will be restricted from demanding conversion in connection with a proposed Business Combination with respect to 20.0% or more of the IPO Shares. Accordingly, all IPO Shares beneficially owned by such holder or any other person with whom such holder is acting in concert or as a Group with in excess of 20.0% or more of the IPO Shares will remain outstanding following consummation of such Business Combination in the name of the stockholder and not be converted.

D. The Corporation will not consummate any Business Combination unless it has net tangible assets of at least $5,000,001 upon consummation of such Business Combination.

E. In the event that the Corporation does not consummate a Business Combination by 24 months from the consummation of the IPO (such date being referred to as the "Termination Date"), the Corporation shall (i) cease all operations except for the purposes of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter redeem 100% of the IPO Shares for cash for a redemption price per share as described below (which redemption will completely extinguish such holders' rights as stockholders, including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to approval of the Corporation's then stockholders and subject to the requirements of the GCL, including the adoption of a resolution by the Board of Directors pursuant to Section 275(a) of the GCL finding the dissolution of the Corporation advisable and the provision of such notices as are required by said Section 275(a) of the GCL, dissolve and liquidate the balance of the Corporation's net assets to its remaining stockholders, as part of the Corporation's plan of dissolution and liquidation, subject (in the case of (ii) and (iii) above) to the Corporation's obligations under the GCL to provide for claims of creditors and other requirements of applicable law. In such event, the per-share redemption price shall be equal to a pro rata share of the Trust Account plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Corporation for its working capital requirements or necessary to pay its taxes divided by the total number of IPO Shares then outstanding.

F. A holder of IPO Shares shall only be entitled to receive distributions from the Trust Fund in the event (i) he demands conversion of his shares in accordance with paragraph C above or (ii) that the Corporation has not consummated a Business Combination by the Termination Date as described in paragraph E above. In no other circumstances shall a holder of IPO Shares have any right or interest of any kind in or to the Trust Fund.

G. Prior to a Business Combination, the Board of Directors may not issue (i) any shares of Common Stock or any securities convertible into Common Stock; or (ii) any securities which participate in or are otherwise entitled in any manner to any of the proceeds in the Trust Fund or which vote as a class with the Common Stock on a Business Combination.

SEVENTH:[3] The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. Election of directors need not be by ballot unless the by-laws of the Corporation so provide.

B. The Board of Directors shall have the power, without the assent or vote of the stockholders, to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation.

C. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interests, or for any other reason.

D. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Amended and Restated Certificate of Incorporation, and to any bylaws from time to time made by the stockholders; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaws had not been made.

E. The Board of Directors shall be divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be fixed exclusively by the Board of Directors and shall be as nearly equal as possible. Following the filing of the amendment to the certificate of incorporation including this provision, the entire Board of Directors will be elected at the first Annual Meeting of Stockholders. At such first Annual Meeting of Stockholders, the directors in Class I shall be elected for a term expiring at the second Annual Meeting of Stockholders, the directors in Class II shall be elected for a term expiring at the third Annual Meeting of Stockholders and the directors in Class III shall be elected for a term expiring at the fourth Annual Meeting of Stockholders. Commencing at the second Annual Meeting of Stockholders following the filing of the amendment to the certificate of incorporation including this provision, and at each annual meeting thereafter, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election. Except as the GCL may otherwise require, in the interim between annual meetings of stockholders or special meetings of stockholders called for the election of directors and/or the removal of one or more directors and the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause, may be filled only by the vote of a majority of the remaining directors then in office, although less than a quorum (as defined in the Corporation's bylaws), or by the sole remaining director. All directors shall hold office until the expiration of their respective terms of office and until their successors shall have been elected and qualified. A director elected to fill a vacancy resulting from the death, resignation or removal of a director shall serve for the remainder of the full term of the director whose death, resignation or removal shall have created such vacancy and until his successor shall have been elected and qualified.

[3] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed October 28, 2019.

EIGHTH:

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this paragraph A by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

B. The Corporation, to the full extent permitted by Section 145 of the GCL, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereby.

C. Notwithstanding the foregoing provisions of this Article Eighth, no indemnification nor advancement of expenses will extend to any claims made by the Company's officers and directors to cover any loss that such individuals may sustain as a result of such individuals' agreement to pay debts and obligations to target businesses or vendors or other entities that are owed money by the Corporation for services rendered or contracted for or products sold to the Corporation, as described in the Registration Statement.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

Exhibit 3.2

BIOMX INC.

COMPOSITE CERTIFICATE OF INCORPORATION

INCORPORATING:

Amended and Restated Certificate of Incorporation filed December 13, 2018

Certificate of Amendment of Certificate of Incorporation filed October 28, 2019

Certificate of Amendment of Certificate of Incorporation filed August 31, 2022

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

BIOMX INC.

Pursuant to Section 245 of the

Delaware General Corporation Law

FIRST:[1] The name of the corporation is BiomX Inc. (hereinafter called the "Corporation").

SECOND: The registered office of the Corporation is to be located at 850 New Burton Road, Suite 201, in the City of Dover, in the County of Kent, 19904. The name of its registered agent at that address is Cogency Global Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

FOURTH: The name and mailing address of the incorporator is: Jaszick Maldonado, c/o Loeb & Loeb LLP, 345 Park Avenue, New York NY 10154.

FIFTH:[2] The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is ~~61~~121,000,000, of which ~~60~~120,000,000 shares shall be common stock, par value $.0001 per share ("Common Stock") and 1,000,000 shares shall be preferred stock, par value $.0001 per share ("Preferred Stock").

A. Preferred Stock. The Board of Directors is expressly granted authority to issue shares of the Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special 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 issue of such series (a "Preferred Stock Designation") and as may be permitted by the GCL. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

B. Common Stock. Except as otherwise required by law or as otherwise provided in any Preferred Stock Designation, the holders of the Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

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[1] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed October 28, 2019.

[2] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed ~~October 28, 2019~~August 31, 2022.

SIXTH: This Article Sixth shall apply during the period commencing upon the filing of this Certificate of Incorporation and terminating upon the consummation of any "Business Combination" (as defined below). A "Business Combination" shall mean any merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination involving the Corporation and one or more businesses or entities ("Target Business"), or entering into contractual arrangements that give the Corporation control over such a Target Business, and, if the Corporation is then listed on a national securities exchange, the Target Business has a fair market value equal to at least 80% of the balance in the Trust Fund (defined below), less any taxes payable on interest earned, at the time of signing a definitive agreement in connection with the initial Business Combination. "IPO Shares" shall mean the shares sold pursuant to the registration statement on Form S-1 ("Registration Statement") filed with the Securities and Exchange Commission ("Commission") in connection with the Corporation's initial public offering ("IPO"). The "fair market value" for purposes of this Article Sixth will be determined by the Board of Directors of the Corporation based upon one or more standards generally accepted by the financial community (such as actual and potential sales, earnings, cash flow and/or book value). If the Board of Directors is unable to independently determine the fair market value of the Target Business, the Corporation will obtain an opinion from an independent investment banking firm, or another independent entity that commonly renders valuation opinions, with respect to the satisfaction of such criteria.

A. Prior to the consummation of a Business Combination, the Corporation shall either (i) submit any Business Combination to its holders of Common Stock for approval ("Proxy Solicitation") pursuant to the proxy rules promulgated under the Securities Exchange Act of 1934, as amended ("Exchange Act"), or (ii) provide its holders of IPO Shares with the opportunity to sell their shares to the Corporation by means of a tender offer ("Tender Offer").

B. If the Corporation engages in a Proxy Solicitation with respect to a Business Combination, the Corporation will consummate the Business Combination only if a majority of the then outstanding shares of Common Stock present and entitled to vote at the meeting to approve the Business Combination are voted for the approval of such Business Combination.

C. In the event that a Business Combination is consummated by the Corporation or the Corporation holds a vote of its stockholders to amend its Certificate of Incorporation, any holder of IPO Shares who (i) voted on the proposal to approve such Business Combination or amend the Certificate of Incorporation, whether such holder voted in favor or against such Business Combination or amendment, and followed the procedures contained in the proxy materials to perfect the holder's right to convert the holder's IPO Shares into cash, if any, or (ii) tendered the holder's IPO Shares as specified in the tender offer materials therefore, shall be entitled to receive the Conversion Price (as defined below) in exchange for the holder's IPO Shares. The Corporation shall, promptly after consummation of the Business Combination or the filing of the amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware, convert such shares into cash at a per share price equal to the quotient determined by dividing (i) the amount then held in the Trust Fund (as defined below) less any income taxes owed on such funds but not yet paid, calculated as of two business days prior to the consummation of the Business Combination or the filing of the amendment, as applicable, by (ii) the total number of IPO Shares then outstanding (such price being referred to as the "Conversion Price"). "Trust Fund" shall mean the trust account established by the Corporation at the consummation of its IPO and into which the amount specified in Registration Statement is deposited. Notwithstanding the foregoing, a holder of IPO Shares, together with any affiliate of his or any other person with whom he is acting in concert or as a "group" (within the meaning of Section 13(d)(3) of the Exchange Act) ("Group") with, will be restricted from demanding conversion in connection with a proposed Business Combination with respect to 20.0% or more of the IPO Shares. Accordingly, all IPO Shares beneficially owned by such holder or any other person with whom such holder is acting in concert or as a Group with in excess of 20.0% or more of the IPO Shares will remain outstanding following consummation of such Business Combination in the name of the stockholder and not be converted.

D. The Corporation will not consummate any Business Combination unless it has net tangible assets of at least $5,000,001 upon consummation of such Business Combination.

E. In the event that the Corporation does not consummate a Business Combination by 24 months from the consummation of the IPO (such date being referred to as the "Termination Date"), the Corporation shall (i) cease all operations except for the purposes of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter redeem 100% of the IPO Shares for cash for a redemption price per share as described below (which redemption will completely extinguish such holders' rights as stockholders, including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to approval of the Corporation's then stockholders and subject to the requirements of the GCL, including the adoption of a resolution by the Board of Directors pursuant to Section 275(a) of the GCL finding the dissolution of the Corporation advisable and the provision of such notices as are required by said Section 275(a) of the GCL, dissolve and liquidate the balance of the Corporation's net assets to its remaining stockholders, as part of the Corporation's plan of dissolution and liquidation, subject (in the case of (ii) and (iii) above) to the Corporation's obligations under the GCL to provide for claims of creditors and other requirements of applicable law. In such event, the per-share redemption price shall be equal to a pro rata share of the Trust Account plus any pro rata interest earned on the funds held in the Trust Account and not previously released to the Corporation for its working capital requirements or necessary to pay its taxes divided by the total number of IPO Shares then outstanding.

F. A holder of IPO Shares shall only be entitled to receive distributions from the Trust Fund in the event (i) he demands conversion of his shares in accordance with paragraph C above or (ii) that the Corporation has not consummated a Business Combination by the Termination Date as described in paragraph E above. In no other circumstances shall a holder of IPO Shares have any right or interest of any kind in or to the Trust Fund.

G. Prior to a Business Combination, the Board of Directors may not issue (i) any shares of Common Stock or any securities convertible into Common Stock; or (ii) any securities which participate in or are otherwise entitled in any manner to any of the proceeds in the Trust Fund or which vote as a class with the Common Stock on a Business Combination.

SEVENTH:[3] The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. Election of directors need not be by ballot unless the by-laws of the Corporation so provide.

B. The Board of Directors shall have the power, without the assent or vote of the stockholders, to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation.

C. The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interests, or for any other reason.

D. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Amended and Restated Certificate of Incorporation, and to any bylaws from time to time made by the stockholders; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaws had not been made.

E. The Board of Directors shall be divided into three classes: Class I, Class II and Class III. The number of directors in each class shall be fixed exclusively by the Board of Directors and shall be as nearly equal as possible. Following the filing of the amendment to the certificate of incorporation including this provision, the entire Board of Directors will be elected at the first Annual Meeting of Stockholders. At such first Annual Meeting of Stockholders, the directors in Class I shall be elected for a term expiring at the second Annual Meeting of Stockholders, the directors in Class II shall be elected for a term expiring at the third Annual Meeting of Stockholders and the directors in Class III shall be elected for a term expiring at the fourth Annual Meeting of Stockholders. Commencing at the second Annual Meeting of Stockholders following the filing of the amendment to the certificate of incorporation including this provision, and at each annual meeting thereafter, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election. Except as the GCL may otherwise require, in the interim between annual meetings of stockholders or special meetings of stockholders called for the election of directors and/or the removal of one or more directors and the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause, may be filled only by the vote of a majority of the remaining directors then in office, although less than a quorum (as defined in the Corporation's bylaws), or by the sole remaining director. All directors shall hold office until the expiration of their respective terms of office and until their successors shall have been elected and qualified. A director elected to fill a vacancy resulting from the death, resignation or removal of a director shall serve for the remainder of the full term of the director whose death, resignation or removal shall have created such vacancy and until his successor shall have been elected and qualified.

[3] This provision has been revised to reflect changes effectuated by the Certificate of Amendment filed October 28, 2019.

EIGHTH:

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this paragraph A by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

B. The Corporation, to the full extent permitted by Section 145 of the GCL, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereby.

C. Notwithstanding the foregoing provisions of this Article Eighth, no indemnification nor advancement of expenses will extend to any claims made by the Company's officers and directors to cover any loss that such individuals may sustain as a result of such individuals' agreement to pay debts and obligations to target businesses or vendors or other entities that are owed money by the Corporation for services rendered or contracted for or products sold to the Corporation, as described in the Registration Statement.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

Exhibit 31.1

CERTIFICATION
PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Jonathan Solomon, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BiomX 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2022

/s/ Jonathan Solomon
Jonathan Solomon
Chief Executive Officer
(Principal executive officer)

Exhibit 31.2

CERTIFICATION
PURSUANT TO RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Marina Wolfson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BiomX 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;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2022

/s/ Marina Wolfson
Marina Wolfson
Chief Financial Officer
(Principal financial officer)

Exhibit 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of BiomX Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2022 as filed with the Securities and Exchange Commission (the "Quarterly Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, that, to his or her knowledge:

1. The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jonathan Solomon
Jonathan Solomon
Chief Executive Officer
(Principal executive officer)

Date: November 9, 2022

/s/ Marina Wolfson
Marina Wolfson
Chief Financial Officer
(Principal financial officer)

Date: November 9, 2022