

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

FORM 10-K/A
(Amendment No.1)

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

For the fiscal year ended December 31, 2019

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: 001-36268

Akers Biosciences, Inc.
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation or organization)	22-2983783 (I.R.S. Employer Identification Number)
201 Grove Road Thorofare, NJ (Address of principal executive offices)	08086 (Zip Code)

Registrant's telephone number, including area code: (856) 848-8698

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s)	Name of Each Exchange on Which Registered:
Shares of common stock, no par value	AKER	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically 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 and post 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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 28, 2019, based on a closing price of \$10.80 was \$5,835,000. As of March 24, 2020, the registrant had 2,700,240 shares of its common stock, no par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Akers Biosciences, Inc. (the “Company”) for the year ended December 31, 2019 as filed with the Securities and Exchange Commission on March 25, 2020 (the “Original Form 10-K”) is being filed only for the purpose of providing a composite list of the Company’s amended and restated certificate of incorporation and the amendments thereto.

Except as otherwise expressly noted herein, this Amendment No. 1 does not modify or update in any way the Original Form 10-K, nor does it reflect events occurring after the filing of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(1) Financial Statements

No financial statements are filed with this Amendment No. 1. These items were included as part of the Original Form 10-K.

(2) Financial Statements Schedule

None.

(3) Exhibits

Exhibit Number	Description
3.1	<u>Amended & Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013).</u>
3.2±	<u>Certificate of Amendment to Certificate of Incorporation dated May 31, 2005.</u>
3.3±	<u>Certificate of Amendment to Certificate of Incorporation dated December 20, 2006.</u>
3.4	<u>Amendment to Certificate of Incorporation dated June 2, 2008 (incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013).</u>
3.5	<u>Amendment to Certificate of Incorporation, Certificate of Designation of Series A Preferred Stock, dated September 21, 2012. (incorporated herein by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013).</u>
3.6	<u>Amendment to Certificate of Incorporation dated January 22, 2013 (incorporated herein by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013).</u>
3.7	<u>Amended and Restated By-laws dated August 5, 2013 (incorporated herein by reference to Exhibit 3.5 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013).</u>
3.8	<u>Amendment to Restated By-laws dated May 11, 2016 (incorporated herein by reference to Exhibit 3.6 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 18, 2016).</u>
3.9	<u>Certificate of Amendment to Certificate of Incorporation, Certificate of Designation of Series B Convertible Preferred Stock, dated December 19, 2017 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 26, 2017).</u>
3.10	<u>Amendment to Amended and Restated By-Laws, dated October 19, 2018 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 19, 2018).</u>
3.11	<u>Certificate of Amendment (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 9, 2018).</u>
3.12*	<u>Certificate of Designation of Series C Convertible Preferred Stock, dated December 9, 2019.</u>
3.13±	<u>Certificate of Amendment to the Certificate of Incorporation.</u>
3.14	<u>Certificate of Amendment to Certificate of Incorporation dated November 15, 2019 (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 29, 2019).</u>
3.15	<u>Certificate of Amendment to Certificate of Incorporation dated November 22, 2019 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 29, 2019).</u>
3.16	<u>Certificate of Designation of Preferences, Rights and Limitations of Series D Convertible Preferred Stock (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020).</u>
4.1	<u>Form of Underwriters' Warrant (incorporated by reference to Exhibit 4.1 to the to the Company's Registration Statement on Form S-1 filed with the Securities Exchange Commission on November 18, 2013).</u>

- 4.2 [Form of Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 10, 2017\).](#)
- 4.3 [Form of Purchaser Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 5, 2017\).](#)
- 4.4 [Form of Placement Agent Warrant \(incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 5, 2017\).](#)
- 4.5 [Form of Purchaser Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 13, 2017\).](#)
- 4.6 [Form of Underwriter's Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 15, 2017\).](#)
- 4.7 [Form of Common Stock Purchase Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 15, 2017\).](#)
- 4.8 [Form of Warrant \(incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2018\).](#)
- 4.9 [Form of Series C Convertible Preferred Stock Warrant Certificate \(incorporated herein by reference to Exhibit 4.9 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 29, 2019\).](#)
- 4.10 [Form of Pre-Funded Warrant Certificate \(incorporated herein by reference to Exhibit 4.10 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 29, 2019\).](#)
- 4.11 [Form of Placement Agent Warrant Certificate \(incorporated herein by reference to Exhibit 4.11 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 29, 2019\).](#)
- 4.12* [Description of Securities.](#)
- 10.1 [Amended License and Supply Agreement by and between Akers Biosciences, Inc. and Chubeworkx Guernsey Limited \(as successor to Sono International Limited\) \("Chubeworkx"\), \(EN\)10 \(Guernsey\) Limited \(formerly BreathScan International \(Guernsey\) Limited\) and \(EN\)10 Limited \(formerly BreathScan International Limited\), dated June 12, 2013 \(incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013\).](#)
- 10.2 [Share Purchase Agreement by and between Akers Biosciences, Inc. and Chubeworkx, dated June 12, 2013. \(incorporated herein by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013\).](#)
- 10.3 [Subscription Agreement by and between Akers Biosciences, Inc. and Chubeworkx, dated June 12, 2013\(incorporated herein by reference to Exhibit 10.7 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013\).](#)
- 10.4 [Subscription Agreement by and between Akers Biosciences, Inc. and Thomas J. Knox, dated September 14, 2012\(incorporated herein by reference to Exhibit 10.8 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013\).](#)
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- 10.5 [Promissory Note entered into by Thomas J Knox issued in favor of Akers Biosciences, Inc., dated September 14, 2012. \(incorporated herein by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 7, 2013\).](#)
- 10.6 [License and Supply Agreement by and among the Company, Sono International Limited \("SIL"\), BreathScan International \(Guernsey\) Limited and BreathScan International Limited, dated June 19, 2012 \(incorporated herein by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on October 8, 2013\).](#)
- 10.7 [Distribution Agreement by and among the Company and Fisher Healthcare, and Amendment thereto, dated June 15, 2010 and May 1, 2012, respectively. \(incorporated herein by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on October 8, 2013\).](#)
- 10.8 [National Brand Distribution Agreement by and among the Company and Cardinal Health 2000, and Amendment thereto, dated May 1, 2007 and June 1, 2008, respectively. \(incorporated herein by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on October 8, 2013\).](#)
- 10.9# [2013 Incentive Stock and Award Plan \(incorporated herein by reference to Exhibit 10.14 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.10# [Form of Nonqualified Stock Option Agreement \(Non-Employee\) \(incorporated herein by reference to Exhibit 10.15 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.11# [Form of Nonqualified Stock Option Agreement \(Employee\) \(incorporated herein by reference to Exhibit 10.16 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.12# [Form of Restricted Stock Agreement \(incorporated herein by reference to Exhibit 10.17 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.13# [Form of Incentive Stock Option \(incorporated herein by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.14 [Letter Agreement, dated December 3, 2013, by and between the Company and Mr. Thomas Knox \(incorporated herein by reference to Exhibit 10.19 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on December 6, 2013\).](#)
- 10.15 [Joint Venture Agreement, dated October 24, 2014, by and between Akers Biosciences, Inc., Hainan Savy Investment Management Ltd, and Thomas Knox \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 29, 2014\).](#)
- 10.16 [Amended and Restated 2013 Incentive Stock and Award Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 9, 2015\).](#)
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- 10.17 [Form of Lock Up Agreement \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 9, 2015\).](#)
- 10.18# [Employment Agreement between the Company and John J Gormally, dated December 1, 2015. \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 3, 2015\).](#)
- 10.19 [First Amendment to the Amended and Restated 2013 Incentive Stock and Award Plan \(incorporated by referenced to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 12, 2016\).](#)
- 10.20 [Form of Placement Agency Agreement, dated March 30, 2017, by and between Akers Biosciences, Inc. and Joseph Gunnar and Co., LLC \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 5, 2017\).](#)
- 10.21 [Form of Securities Purchase Agreement, dated March 30, 2017, by and between Akers Biosciences, Inc. and various purchasers. \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 5, 2017\).](#)
- 10.22 [Form Registration Rights Agreement, dated March 30, 2017, by and between Akers Biosciences, Inc. and various purchasers \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 5, 2017\).](#)
- 10.23# [Akers Biosciences, Inc. 2017 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 8, 2017\).](#)
- 10.24 [Form Warrant Exercise Agreement, dated October 12, 2017 by and between Akers Biosciences, Inc. and various holders \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 13, 2017\).](#)
- 10.25# [Form of Resignation Agreement \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 11, 2018\).](#)
- 10.26# [Offer of Employment, dated October 5, 2018 \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 11, 2018\).](#)
- 10.27 [Form of Securities Purchase Agreement, dated October 31, 2018, by and among the Company and the investors signatory thereto \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 31, 2018\).](#)
- 10.28 [Akers Biosciences, Inc. 2018 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 7, 2018\).](#)
- 10.29 [Form of Securities Purchase Agreement \(incorporated herein by reference to Exhibit 10.29 to the Company's Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on November 29, 2019\).](#)
- 10.30# [Offer of Employment, dated January 6, 2020 \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 6, 2020\).](#)
- 10.31# [Offer of Employment, dated January 31, 2020 \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 31, 2020\).](#)
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- 10.32 [Membership Interest Purchase Agreement \(\(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020\).](#)
- 10.33 [Support Agreement \(incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020\).](#)
- 10.34 [Registration Rights Agreement \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020\).](#)
- 10.35 [License Agreement \(incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 24, 2020\).](#)
- 21.1* [List of Subsidiaries.](#)
- 23.1* [Consent of Morison Cogen LLP, Independent Registered Public Accounting Firm.](#)
- 31.1± [Certification of the Principal Executive Officer required by Rule 13a-14\(a\) or Rule 15d-14\(a\).](#)
- 31.2± [Certification of the Principal Financial Officer required by Rule 13a-14\(a\) or Rule 15d-14\(a\).](#)
- 32.1** [Certification of the Principal Executive Officer and Principal Financial Officer required by Rule 13a-14\(b\) or Rule 15d-14\(b\) and 18 U.S.C. 1350](#)

* Previously filed with the Original Form 10-K.

** Furnished with the Original Form 10-K.

± Filed herewith.

Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant.

AKERS BIOSCIENCES, INC.

Date: October 21, 2020

By: /s/ Christopher C. Schreiber
Name: Christopher C. Schreiber
Title: Executive Chairman and President
(Principal Executive Officer)

EXHIBIT A
CERTIFICATE OF AMENDMENT
AMENDMENT TO ARTICLE FOURTH OF THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

ARTICLE FOURTH of the Amended and Restated Certificate of Incorporation of Akers Biosciences, Inc. is hereby amended and restated to read in its entirety as follows:

"FOURTH Capitalization. The total number of shares of stock which the Corporation shall have the authority to issue is ninety-five million (95,000,000) shares, of which eighty million (80,000,000) shares shall be common stock, without par value ("Common Stock"), and fifteen million (15,000,000) shares shall be preferred stock, without par value ("Preferred Stock"). Each fractional share of Common Stock outstanding on the date hereof shall be combined into and reconstituted as one (1) share of Common Stock. No fractional shares shall be issued upon such combination and reconstitution. If a fractional interest in a share of Common Stock would, except for the provisions of the preceding sentence, be deliverable upon such combination and reconstitution, in lieu of fractional shares, the Corporation shall pay an amount in cash equal to the fair market value of such fractional interest, as determined by the Corporation's Board of Directors, to each holder of shares of Common Stock to whom such fractional interest would have been deliverable."

EXHIBIT A

CERTIFICATE OF AMENDMENT

AMENDMENT TO SECTION 7.1 AND 7.3 OF ARTICLE SEVENTH AND ARTICLE
EIGHTH OF THE AMENDED AND RESTATED CERTIFICATE OF
INCORPORATION

Section 7.1 and Section 7.3 of ARTICLE SEVENTH and ARTICLE EIGHTH of the Amended and Restated Certificate of Incorporation of Akers Biosciences, Inc. is hereby amended and restated to read in its entirety as follows:

"7.1 Number. The business and affairs of the Corporation shall be under the direction of the Board of Directors. The number of directors shall be fixed from time to time by the Board of Directors pursuant to the By-Laws of the Corporation, but in any event shall be not less than two (2) nor more than eleven (11) directors. The directors shall be divided into three classes designated Class I, Class II and Class III. Each class shall consist, as nearly as possible, of one-third of the total number of directors constituting the entire Board of Directors. Class I directors shall be originally elected for a term expiring at the first succeeding annual meeting of stockholders, Class II directors shall be originally elected for a term expiring at the second succeeding annual meeting of stockholders, and Class III directors shall be originally elected for a term expiring at the third succeeding annual meeting of stockholders. At each succeeding annual meeting of stockholders beginning in 2007, successors to the class of directors whose term expires at that annual meeting shall be elected for a term expiring at the third succeeding annual meeting of stockholders. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a newly created directorship resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

7.3 Vacancies. Subject to the rights of the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and shall not be filled by the shareholders unless there are no directors remaining on the Board of Directors. Any director so chosen (a "vacancy

director") shall be a director of the same class as the director whose vacancy he or she fills or, if the vacancy resulted from an increase in the authorized number of directors, the vacancy director shall be a director of the class as determined by the Board of Directors pursuant to Section 7.1 above. Such vacancy director shall hold office until the annual meeting of shareholders at which the directors in such vacancy director's class are up for reelection, and until his or her successor shall have been elected and qualified. The shareholders shall thereupon elect a director to fill the vacancy having been temporarily filled by the vacancy director, which individual may include the incumbent vacancy director. The director so elected shall be a director of the same class as the vacancy director and shall serve until the annual meeting of shareholders at which the term of office of such class expires and until such director's successor shall have been duly elected and qualified.

EIGHTH Shareholder Action. Any action required or permitted to be taken by shareholders pursuant to this Amended and Restated Certificate or under applicable law may be effected only at a duly called annual or special meeting of shareholders and with a vote thereat. The holder of shares entitled to cast forty percent (40%) of the votes at a meeting of shareholders shall constitute a quorum at such meeting. Except as otherwise required by law and subject to the rights of the holders of any series of Preferred Stock, annual and special meetings of shareholders of the corporation may be called only by the President, the Chief Executive Officer, or the Board of Directors pursuant to a resolution approved by a majority of the members of the Board of Directors. Subject to applicable law and the rights of holders of any series of Preferred Stock, shareholders are not permitted to call an annual or special meeting of shareholders or to require that the Board of Directors call an annual or special meeting of shareholders."

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STATE TREASURER
0100408441

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporation)

Pursuant to the provisions of Sections 14A:9-1 (2), 14A:9-1 (2)(d), 14A:9-1 (2)(i) and 14A:7-15.1, Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation, dated March 26, 2002, as amended:

- 1. The name of the Corporation is:

Akers Biosciences, Inc. (Entity Identification No. 0100408441)

- 2. The following amendment to the Amended and Restated Certificate of Incorporation was approved by the directors of the corporation on the 25th day of November, 2019 and the stockholders of the corporation on the 30th day of December, 2019.

Resolved that Article Four of the Amended and Restated Certificate of Incorporation be amended by deleting the first sentence and inserting the following sentence:

“Capitalization. The total number of shares of stock which the Corporation shall have the authority to issue is one hundred fifty million (150,000,000) shares, of which one hundred million (100,000,000) shares shall be common stock, without par value (“Common Stock”), and fifty million (50,000,000) shares shall be preferred stock, without par value (“Preferred Stock”).”

- 3. The number of shares outstanding at the time of the adoption of the amendment was: 1,738,837.


The total number of shares entitled to vote thereon was: 1,738,837.

- 4. The number of shares voting for and against such amendment is as follows:

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
3,875,847	2,891,728

- 5. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall be effective upon the filing of this Certificate of Amendment.

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Christopher C. Schreiber
President

Dated this 8th day of October, 2020

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Christopher C. Schreiber, certify that:

1. I have reviewed this Amendment No. 1 to the report on Form 10-K of Akers Biosciences, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: October 21, 2020

By: /s/ Christopher C. Schreiber
Christopher C. Schreiber
Executive Chairman and President

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stuart Benson, certify that:

1. I have reviewed this Amendment No. 1 to the report on Form 10-K of Akers Biosciences, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: October 21, 2020

By: /s/ Stuart Benson

Stuart Benson
Chief Financial Officer
