
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 21, 2021**

Todos Medical Ltd.

(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction
of incorporation or organization)

000-56026
(Commission
File Number)

n/a
(IRS Employer
Identification No.)

1 Hamada Street
Rehovot, Israel 224427
Tel: (011) (972) 8-633-3964
(Address of principal executive offices)

Registrant's telephone number, including area code: **+972-8-633-3964**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On March 21, 2021 Todos Medical Ltd. (the "Company") entered into a Waiver Agreement with Yozma Global Genomic Fund I ("Yozma") whereby Yozma waived Section 4.22 of the Securities Purchase Agreement between the Company and Yozma dated January 22, 2021. As part of the waiver, Yozma agreed that it will not be entitled to designate anyone as its Board designee.

The foregoing description of the Waiver Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Waiver Agreement, a form of which is attached as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

10.1 [Waiver Agreement.](#)

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SIGNATURE

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 hereunto duly authorized.

Dated: March 22, 2021

TODOS MEDICAL LTD.

By: /s/ Gerald Commissiong
Gerald Commissiong
Chief Executive Officer

Waiver Agreement

Pursuant to Section 5.5 of the Securities Purchase Agreement (the "Agreement") dated January 22, 2021 between Todos Medical Ltd. and Yozma Global Genomic Fund 1 ("Yozma"), Yozma hereby waives Section 4.22 of the Agreement in perpetuity and agrees that it will not be entitled to designate anyone as its Board designee. Capitalized terms not defined herein shall have the meanings assigned to them in the Agreement.

Yozma Global Genomic Fund 1

By: /s/ Wonjae Lee
Name: Wonjae Lee
Title: Representative fund manager

Accepted and Acknowledged by:

Todos Medical Ltd.

By: /s/ Gerald Commissiong 3/21/2021
Name: Gerald Commissiong
Title: CEO