

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

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

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

For the fiscal year ended December 31, 2025

OR

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

For the transition period from _____ to _____

Commission file number 1-38519

Serina Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

82-1436829

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

**601 Genome Way, Suite 2001
Huntsville, Alabama 35806**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(256) 327-9630**

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

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, par value \$0.0001 per share	SER	NYSE American

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 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 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

Non-accelerated filer

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 to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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 common stock held by non-affiliates of the registrant, computed based on the closing price for such stock as reported on the NYSE American on June 30, 2025 (the last trading day of the registrant's second fiscal quarter of 2025) was \$21.8 million.

As of March 18, 2026, there were outstanding 12,314,159 shares of common stock, par value \$0.0001 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement to be filed for the registrant's 2026 Annual Meeting of Stockholders are incorporated by reference into Part III hereof. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the end of the fiscal year covered by this Annual Report on Form 10-K.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Amendment") amends the Annual Report on Form 10-K of Serina Therapeutics, Inc. (the "Company") for the fiscal year ended December 31, 2025, as filed with the Securities and Exchange Commission (the "SEC") on March 25, 2026 (the "Original 10-K"). Exhibit 23.1, Consent of Independent Registered Public Accounting Firm, with respect to the calendar year ended December 31, 2025, to the Original 10-K (the "Auditor Consent") inadvertently contained an incorrect version of the Auditor Consent. This Amendment is being filed to include the correct version of the Auditor Consent.

Accordingly, Exhibit 23.1 in Part IV, Item 15 of the Original 10-K has been amended and restated in its entirety to reflect this change. The Company is also providing new certifications from its principal executive officer and principal financial officer as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended.

Except as described above, The Company has not modified or updated any disclosures contained in the Original 10-K. Accordingly, this Amendment does not reflect events occurring after the date of filing of the Original 10-K and therefore continues to speak only as of the date of the Original 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following exhibits are filed herewith or incorporated by reference:

Exhibit Number	Description of Document	Incorporation By Reference			
		Form	SEC File No.	Exhibit	Filing Date
2.1†	Agreement and Plan of Merger and Reorganization, dated August 29, 2023, by and among AgeX Therapeutics, Inc., Canaria Transaction Corporation and Serina Therapeutics, Inc.	8-K	001-38519	2.1	8/30/2023
3.1	Amended and Restated Certificate of Incorporation of Serina Therapeutics, Inc.	8-K	001-38519	3.1	4/1/2024
3.2	Amended and Restated Bylaws of Serina Therapeutics, Inc., as amended for SEC filing purposes only.	10-K	001-38519	3.2	3/25/2026
3.3	Certificate of Designations, dated April 10, 2025.	8-K	001-38519	3.1	4/14/2025
3.4	Certificate of Correction, dated May 22, 2025.	8-K	001-38519	3.1	5/22/2025
4.1	Form of Warrant included in Warrant Agreement dated February 14, 2022.	8-K	001-38519	4.1	2/15/2022
4.2	New Form of Warrant Agreement dated January 31, 2025.	10-K	001-38519	4.2	3/25/2026
4.3	Form of Warrant Agreement	8-K	001-38519	4.1	9/15/2025
10.1‡	Amendment to AgeX Therapeutics, Inc. 2017 Equity Incentive Plan	8-K	001-38519	10.1	12/12/2022
10.42‡	Form of Indemnification Agreement for Officers and Directors	8-K	001-38519	10.4	4/1/2024
10.3‡	Director Compensation Policy	8-K	001-38519	10.5	4/1/2024
10.4‡	AgeX Therapeutics, Inc. 2017 Equity Incentive Plan.	S-8	333-229432	99.1	1/30/2019
10.5‡	Form of AgeX Therapeutics, Inc. Employee Stock Option Agreement.	S-8	333-229432	99.2	1/30/2019
10.6‡	Form of AgeX Therapeutics, Inc. Non-Employee Director Stock Option Agreement.	S-8	333-229432	99.3	1/30/2019
10.7‡	Form of AgeX Therapeutics, Inc. Restricted Stock Agreement.	S-8	333-229432	99.4	1/30/2019

10.8‡	Form of AgeX Therapeutics, Inc. Restricted Stock Unit Agreement.	S-8	333-229432	99.5	1/30/2019
10.9‡	Amendment to AgeX Therapeutics, Inc. 2017 Equity Incentive Plan.	S-8	333-261997	99.1	1/4/2022
10.10‡	Serina Therapeutics Inc. 2024 Equity Incentive Plan.	8-K	001-38519	10.7	4/1/2024
10.11‡	Form of Stock Option Agreement	8-K	001-38519	10.8	4/1/2024
10.12‡	Executive Chairman Agreement, dated as of April 12, 2024, by and between Serina Therapeutics, Inc. and Balkrishan "Simba" Gill.	8-K	001-38519	10.1	4/17/2024
10.13‡	Employment Agreement, effective as of September 9, 2024, among Serina Therapeutics, Inc., Serina Therapeutics (AL), Inc. and Steve Ledger.	8-K	001-38519	10.1	9/12/2024
10.14‡	Employment Agreement, dated as of July 15, 2024, by and between Serina Therapeutics, Inc. and Srimi Tenjarla.	10-Q	001-38519	10.2	11/12/2024
10.15‡	Confidential Consulting Agreement, dated as of May 31, 2024, by and between Serina Therapeutics, Inc. and FLG Partners, LLC	10-Q	001-38519	10.3	11/12/2024
10.16	Convertible Note, dated as of September 9, 2025, between Serina Therapeutics, Inc. and Gregory Bailey.	8-K	001-38519	10.1	9/15/2025
16.1	Letter of WithumSmith+Brown, PC to the Securities and Exchange Commission, dated May 3, 2024	8-K	001-38519	16.1	5/3/2024
19.1	Serina Therapeutics, Inc. Insider Trading Policy	10-K	001-38519	19.1	3/24/2025
21.1	List of Subsidiaries	10-K	001-38519	21.1	3/25/2026
23.1*	Consent of Frazier & Deeter, LLC				
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer				
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer				
32**	Section 1350 Certification				
97.1	Serina Therapeutics, Inc. Clawback Policy	10-K	001-38519	19.1	3/24/2025
101.INS*	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)				
101.SCH*	Inline XBRL Taxonomy Extension Schema				

101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

Confidential treatment has been granted with respect to portions of this exhibit (indicated by asterisks) and those portions have been separately filed by Lineage Cell Therapeutics, Inc. with the Securities and Exchange Commission.

† Certain schedules and exhibits to this agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission on request.

‡ Management contract or compensatory plan.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 27, 2026

SERINA THERAPEUTICS, INC.

By: /s/ Steve Ledger

Steve Ledger
Chief Executive Officer

Signature	Title	Date
<u>/s/ Balkrishan (Simba) Gill</u> Balkrishan (Simba) Gill, Ph.D	Executive Chairman of the Board of Directors	March 27, 2026
<u>/s/ Steve Ledger</u> Steve Ledger	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 27, 2026
<u>/s/ Gregory S. Curhan</u> Gregory S. Curhan	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 27, 2026
<u>/s/ Gregory H. Bailey</u> Gregory H. Bailey, M.D.	Director	March 27, 2026
<u>/s/ Stephen Brannan</u> Stephen Brannan, M.D.	Director	March 27, 2026
<u>/s/ Richard Marshall</u> Richard Marshall, CBE, M.D., Ph.D.	Director	March 27, 2026
<u>/s/ Jay Venkatesan</u> Jay Venkatesan, M.D.	Director	March 27, 2026
<u>/s/ Karen J. Wilson</u> Karen J. Wilson	Director	March 27, 2026

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-3 (No. 333-286340, 333-286620, and 333-293107) and Forms S-8 (No. 333-280250, 333-281769, and 333-286343) of our report dated March 25, 2026, with respect to the consolidated financial statements of Serina Therapeutics, Inc. (the “Company”) as of and for the years ended December 31, 2025 and 2024, included in this Annual Report on Form 10-K.

We also hereby consent to the reference to our firm under the caption “Experts” in the Registration Statements on Forms S-3 (No. 333-286340, 333-286620, and 333-293107).

/s/ Frazier & Deeter, LLC

Tampa, Florida
March 25, 2026

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Steve Ledger, certify that:

1. I have reviewed this Amendment No.1 to the annual report on Form 10-K of Serina Therapeutics, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-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 periodic 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 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 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.
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Date: March 27, 2026

/s/ Steve Ledger

Steve Ledger
Chief Executive Officer

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gregory S. Curhan, certify that:

1. I have reviewed this Amendment No.1 to annual report on Form 10-K of Serina Therapeutics, 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 and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-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 periodic 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 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 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.
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Date: March 27, 2026

/s/ Gregory S. Curhan

Gregory S. Curhan
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Amendment No.1 to the Annual Report on Form 10-K of Serina Therapeutics, Inc. (the "Company") for the year ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Steve Ledger, Chief Executive Officer, and Gregory S. Curhan, Chief Financial Officer, of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of our respective knowledge:

1. The 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 Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 27, 2026

/s/ Steve Ledger

Steve Ledger
Chief Executive Officer

/s/ Gregory S. Curhan

Gregory S. Curhan
Chief Financial Officer