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

FORM 10-K

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **September 30, 2019**

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the period from _____ to _____

Commission file number: **333-146834**

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

Nevada	**27-3083341**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
10 High Court, Little Falls, NJ	**07424**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number: **973 557 8914**

Securities registered under Section 12(b) of the Exchange Act

Title of each class	Name of each exchange on which registered
None	**not applicable**

Securities registered under Section 12(g) of the Exchange Act:

Title of each class
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 [X]**

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 [X] No [ ]**

Indicate by checkmark 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 [X]**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 [X] No [ ]**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. **[X]**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	[X] Smaller reporting company
	[ ] Emerging growth company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes [ ] No [X]**

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: **Approximately $4,604,492 as of March 31, 2019**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: 153,483,050 shares as of December 31, 2019.

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PART I

Item 1. Business

Overview of key events of the year ended September 30, 2019

During 2018-19, the Company continued to position its product, NovaDerm®, to enter clinical trials to gain FDA product approval. Having secured Orphan Drug Designation as a biologic for NovaDerm®, we complied with the FDA annual reporting requirements.

During 2019, the risk of introducing pathogens when using materials from animals to produce drugs, devices, and biologics has increased awareness of the safety issues. NovaDerm® and future Regenicin products use animal sourced materials like collagen to produce the life-saving products. We have worked with our collagen supplier and the FDA to ensure we are meeting the expectations for traceability and purity of the FDA for NovaDerm® production.

We estimated that the completion of the IND and the clinical trials would take approximately 12-18 months and cost approximately $6.9 million once initial funding is in place. In addition to the completion of the IND, the only other significant gating item to entering the clinical trials is funding for this process.

Two board positions remain open anticipating requests of Board representation from potential investors.

Our Business Moving Forward In 2020

As part of an asset purchase agreement, we granted to Amarantus Bioscience Holdings, Inc., ("Amarantus") a right of first refusal for the purchase of any engineered skin technology designed for the treatment of severe burns in humans that we developed. This right of first refusal expired on November 7, 2019.

Our major objective for 2020 remains to secure the required funding to finalize some additional requirements of the IND application and begin the clinical trials. It is estimated that the cost to finalize the IND will be approximately 1.9 million dollars, and the cost to complete Phase 1/2 of the clinical trial will be approximately 5.0 million dollars. As previously reported, our goal in obtaining this funding has been to minimize shareholders' dilution as much as possible. Consequently, we are primarily pursuing financing through the issuance of a debt instrument, international licensing agreements and government grants.

We will continue to work with potential investors in order to pursue the necessary funding based on our stated objectives. It has taken longer to raise the funds than originally estimated; however, we remain confident that our goal is achievable. In the interim, the officers and related parties intend to continue to fund our essential operating costs as they have in the past.

In preparation of the IND application, we will continue to develop the testing suggested by the FDA during the Pre-IND meeting. Our scaffold supplier continues to introduce the FDA suggested testing on collagen processing which addresses Bovine Closed Herd requirements for the tighter safety and traceability of the collagen scaffolds used to produce NovaDerm®. Our scaffold supplier is close to entering a contract for ASTM-F2212 testing of Type I collagen. We continue discussions and evaluation of possible clinical trial sites for NovaDerm®. Our discussions have confirmed that patient recruitment and enrollment should be faster and less complicated than other clinical trials because of our Orphan Designation and the surgical protocol will be similar to the grafting procedures currently in use at those facilities. NovaDerm® should thus require minimal physician training and documentation to complete the clinical trial, when and if conducted.

Subject to funding, the initial trials are planned to begin with a total of ten subjects and an Initial Data Safety Monitoring Board, (DSMB), review of safety on the first three subjects once they have reached 6 months follow-up. We do not intend to interrupt our trial waiting for the DSMB report. Our management's approach is to set up the trials so as to allow for a seamless transition into commercial production upon approval.

We have arranged for sufficient Bovine Closed Herd corium to produce sufficient collagen scaffolds to meet our needs for the clinical trials if they are conducted.

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Our First Product Candidate NovaDerm®

Our first cultured skin substitute product candidate, NovaDerm®, is a multi-layered tissue-engineered living skin prepared by utilizing autologous (patient's own) skin cells. It is a graftable cultured epithelium skin substitute containing both epidermal and dermal components with a collagen base. Clinically, we expect our Cultured Skin substitute self-to-self skin graft product will perform the same as split thickness allograft skin. Our Autologous cultured skin substitute should not be rejected by the immune system of the patient, unlike porcine or cadaver cellular grafts. Immune system rejection is a serious concern in Xeno-transplant procedures which have a cellular component. The use of our cultured skin substitute should not require any specialized physician training because it is applied the same as in a standard split thickness allograft procedure.

NovaDerm® does not require the large harvest areas that are required when performing split thickness allograft procedures. NovaDerm® is designed to need only a small area of harvest material to cover the wound. Where split thickness allograft skin can be stretched 2 to 4 times, NovaDerm® can expand the coverage 100 to 400 times, greatly reducing scarring from harvesting. There are limits to how much burned area can be covered with the current split thickness allograft procedure. When a patient has more than 50% of their body with full thickness burns there is not

enough harvest area available to cover the area so the same area harvested must be allowed to grow back the replacement skin before it can be harvested the second or third time, allowing to wound area open with high risk of infection and even mortality.

Clinically speaking, a product designed to treat a life-threatening condition must be available for the patient when needed. Our Culture skin substitute is being developed to be ready to apply to the patient when the patient is ready for grafting, within the first month of the patient being admitted to the hospital. Patients with serious burn injuries may not be in a condition to be grafted on a predefined schedule made more than a month in advance. Therefore, in order to accommodate the patient's needs, we are striving to ensure that our cultured skin substitute will have an adequate shelf life and manufacturing schedule to ensure it is available whether the patient needs it the first month, or any day after, until the patient's wound is completely covered and closed. We intend to provide the patient enough NovaDerm® to meet the patients' needs in a single lot of material with adequate shelf life to be available when the patient is ready. With our extended shelf life and enough material in the first shipment the physician may perform a second grafting 5 or ten days post grafting period 1.

Our second product is anticipated to be TempaDerm®. TempaDerm® uses cells obtained from human donors to develop banks of cryo-preserved (frozen) cells and cultured skin substitute to provide a continuous supply of non-allogenic skin substitutes to treat much smaller wound areas on patients, such as ulcers. This product is expected to have applications in the treatment of chronic skin wounds such as diabetic ulcers, decubitus ulcers and venous stasis ulcers. This product is also expected to be similar to our burn indication product, except for the indications, and it will not depend totally on autologous cells. In fact, it may be possible to use the excess cultured skin that was originally produced for use on the patient that donated the cells used to grow the skin. Hopefully, TempaDerm® will be able to take this original cultured skin and use it on someone other than the original donor. As currently planned, TempaDerm® has the possibility of using banked cells, or even frozen cultured skin substitutes, to carry inventory to satisfy unknown needs or large volumes to meet the demands created in large scale disasters. Because of our focus to date on NovaDerm®, we have taken only limited steps toward the development of TempaDerm®. We may also decellularize TempaDerm® or NovaDerm® to make collagen wound coverings containing all the natural growth promoters found in skin.

We believe this technology has many different uses beyond the burn indication. The other uses may include chronic wounds, reconstructive surgery, other complex organs and tissues. Some of the individual components of our planned cultured skin substitute technology is expected to be developed for devices, such as tendon wraps made of collagen or collagen temporary coverings of large area wounds to protect the patients from infections while waiting for the permanent skin substitute. The collagen technology used for cultured skin substitutes, as designed, is expected to be used for many different applications in wound healing and stem cell technology and even drug delivery systems.

We could pursue any or all of the indications simultaneously if financing permitted, but for now we will seek approval for burns first as an Orphan Biologic Product to establish significant safety data and then Biological License Approval.

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Competition

Several companies have developed or are developing products that propose to approach the markets described above. There is only one other Autologous Cultured Skin Substitute for severe burns designated as an orphan product candidate, the original Cutanogen's PermaDerm. Recently this product was licensed by Amarantus to Emerald Organic Products.

We believe our products to be superior in design and function and, thus, provide significant advantages over the competitor. The advantages of our cultured skin substitute include simultaneous delivery of Autologous epidermal keratinocytes and fibroblasts organized with a unique collagen base, is ready for the patient in 21 to 28 days, and has a shelf life up to 2 weeks.

Government Regulation

The Pediatric Medical Device Safety and Improvement Act of 2007 (Public Law 110-85) provides that Orphan Product applications for pediatric use only, or for use in both pediatric and adult patients, that are approved on or after September 27, 2007, are assigned an annual distribution number (ADN) and may be sold for profit (subject to the upper limit of the ADN). In addition, once a product receives an Orphan BLA, the developer of the product receives up to seven years market exclusivity for a specific indication following the product's approval by the FDA.

Unrestricted sales of our cultured skin substitute will require full FDA approval after data for safety and efficacy are collected from a clinical study. Once an IND is submitted, we expect enrollment and treatment to require a full one-year evaluation on each patient. The final 3 months of the evaluation is expected to be only a monitoring period. After collection of data from the clinical trial and submission to FDA, six months is typically planned for FDA's review and comments before a decision in reached. Because of our Orphan Designation, this review time is expected to be reduced significantly.

Intellectual Property

In 2016, we received a registered trademark for NovaDerm®.

We have been in contact with IP patent attorneys to determine patentability of PermaDerm IP. We will proceed with patenting PermaDerm applications, manufacturing IP when funds become available.

Employees

As of September 30, 2019, we had 3 employees.

Subsidiaries

In September, 2013, Regenicin formed a wholly-owned subsidiary for the sole purpose of conducting research in the State of Georgia. This subsidiary has been inactive since its formation.

Item 1A. Risk Factors.

A smaller reporting company is not required to provide the information required by this Item.

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Item 1B. Unresolved Staff Comments.

A smaller reporting company is not required to provide the information required by this Item.

Item 2. Properties

Our principal executive offices are located at 10 High Court, Little Falls, NJ 07424. Our headquarters is located in the offices of McCoy Enterprises LLC, an entity controlled by Randall McCoy, our Chief Executive Officer. The office is attached to his residence but has its own entrances, restroom and kitchen facilities. No rent is charged.

We also maintain an office at 3 Arvida Drive, Pennington NJ 08534, which is an FDA registered, cGMP compliant FDA audited facility. This office is owned by Materials Testing Laboratory, and the principal is an officer of our company. No rent is charged.

Item 3. Legal Proceedings

On September 30, 2013, we filed a lawsuit against Lonza Walkersville and others in Fulton County Superior Court in the State of Georgia.

On November 7, 2014, we entered into an Asset Purchase Agreement ("the Agreement") with Amarantus Bioscience Holdings, Inc., ("Amarantus") and others in which we agreed to sell to Amarantus all of our rights and claims in our litigation currently pending in the "Lonza Litigation". As part of the Agreement, we also granted to Amarantus an exclusive five (5) year right of first refusal to license any engineered skin we developed for the treatment of patients designated as severely burned. This option expired on November 7, 2019.

Other than as mentioned above, we have no threatened or pending litigation.

Item 4. Mine Safety Disclosures

N/A

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PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is quoted under the symbol "RGIN" on the OTCBB operated by the Financial Industry Regulatory Authority, Inc. ("FINRA") and the OTCQB operated by OTC Markets Group, Inc. Few market makers continue to participate in the OTCBB system because of high fees charged by FINRA. Consequently, market makers that once quoted our shares on the OTCBB system may no longer be posting a quotation for our shares. As of the date of this report, however, our shares are quoted by several market makers on the OTCQB. The criteria for listing on either the OTCBB or OTCQB are similar and include that we remain current in our SEC reporting.

Only a limited market exists for our securities. There is no assurance that a regular trading market will develop, or if developed, that it will be sustained. Therefore, a shareholder may be unable to resell his securities in our company. The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTCQB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ending September 30, 2019		
Quarter Ended	High $	Low $
September 30, 2019	0.04	0.01
June 30, 2019	0.03	0.01
March 31, 2019	0.05	0.01
December 31, 2018	0.04	0.01
Fiscal Year Ending September 30, 2018		
Quarter Ended	High $	Low $
September 30, 2018	0.04	0.04
June 30, 2018	0.06	0.04
March 31, 2018	0.06	0.06
December 31, 2017	0.13	0.09

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

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Holders of Our Common Stock

As of December 31, 2019, we had 153,483,050 shares of our common stock issued and outstanding, held by 112 shareholders of record, with others holding shares in street name.

Dividends

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where after giving effect to the distribution of the dividend:

1. we would not be able to pay our debts as they become due in the usual course of business, or;
2. our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

Recent Sales of Unregistered Securities

For the years ended September 30, 2018 and September 30, 2019, we did not issue common stock.

Shares and Warrants to be issued:

No warrants were issued in 2018-2019.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information about our compensation plans under which shares of common stock may be issued upon the exercise of options as of September 30, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding option, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuances under equity compensation plans
Equity compensation plans approved by security holders	0	0	0
Equity compensation plans not approved by security holders	11,771,344	$ 0.02	0
Total	11,771,344	$ 0.02	0

On December 15, 2010, the board of directors approved the Regenicin, Inc. 2010 Incentive Plan (the "Plan"). The Plan provides for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, stock units, performance shares and performance units to our employees, officers, directors and consultants, including incentive stock options, non-qualified stock options, restricted stock, and other benefits. The Plan provides for the issuance of up to 3,542,688 shares of our common stock.

On January 6, 2011, we approved the issuance of 885,672 options to each of the four members of the board of directors at an exercise price is $0.62 per share. The options vest over a three-year period and expire on December 22, 2015. On May 11, 2011, the terms of the options were amended to allow for immediate vesting. On December 10, 2013, we approved the amendment to those options to change the exercise price to $0.035 per share. On December 22, 2015 the Board extended the term of the options to December 31, 2019, and then extended the term of these options again with regard to its current active board members until December 31, 2023.

In addition, on January 15, 2015, the company entered into a stock option agreement with an officer of the company. The agreement grants the officer an option to purchase 10 million shares of common stock at $0.02 per share, and was to expire January 15, 2019. This option grant was extended by action of the Board of Directors until December 31, 2023.

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Warrants Issued and Outstanding

No warrants were outstanding at September 30, 2019

Item 6. Selected Financial Data

A smaller reporting company is not required to provide the information required by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

See discussion in section marked: '**Our Business Moving Forward In 2020'**

Results of Operations for the Years Ended September 30, 2019 and 2018

We generated no revenues from September 6, 2007 (date of inception) to September 30, 2019. We do not expect to generate revenues until we are able to obtain FDA approval of cell therapy and biotechnology products and thereafter successfully market and sell those products.

We incurred operating expenses of $736,553 for the year ended September 30, 2019, compared with operating expenses of $789,105 for the year ended September 30, 2018. Our operating expenses decreased in 2019 from 2018, and are compared as follows:

Operating Expenses	September 30, 2018	September 30, 2019
General and Administrative	$ 789,105	$ 705,729
Stock Based Compensation	—	$ 30,824

We incurred net other expense of $21,903 for the year ended September 30, 2019, as compared to net other income of $18,781 for the year ended September 30, 2018. Our other income and expenses for 2019 consisted of interest expenses of $17,953 and a loss on other than temporary decline in the fair value of Amarantus stock of $3,950. Our other income and expenses for 2018 consisted of only interest expenses of $18,781.

We had a net loss of $758,456 for the year ended September 30, 2019, as compared with a loss of $559,058 for the prior year. The increase in loss was due to the reversal of accounts payable in the year ended September 30, 2018 of $248,828, which decreased the loss.

Our net loss attributable to common stockholders for the year ended September 30, 2019 was $829,356 compared to a net loss of $629,858 for the year ended September 30, 2018. The increase in loss was due to the reversal of accounts payable in the year ended September 30, 2018 of $248,828.

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Liquidity and Capital Resources

As of September 30, 2019, we had cash of $815 and investments of $4,500, for total current assets of $5,315. Our total current liabilities as of September 30, 2019 were $3,733,000. We had a working capital deficit of $3,727,685 as of September 30, 2019.

Operating activities used a net $126,862 in cash for the year ended September 30, 2019. Financing activities provided $124,975 for the year ended September 30, 2019 and consisted of proceeds from loans from received officers of $141,075, offset by repayments of officers' loans of $8,729 and repayment of notes payable for insurance funding of $7,371.

We have issued various promissory notes over the course of the last several fiscal years in order to continue funding our operations. The terms of these promissory notes are detailed in Note G to the financial statements accompanying this Annual Report. While this financing has been helpful in the short term to meet our financial obligations, we will need additional financing to fund our operations, continue with the FDA approval process, and implement our business plan over the long term. We will thus once again be seeking additional financing during the fiscal year end September 30, 2020.

Going Concern

Our financial statements have been prepared assuming that we will continue as a going concern which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. We have incurred cumulative losses to date, expect to incur further losses in the development of our business, and have been dependent on funding operations through the issuance of convertible debt and private sale of equity securities. These conditions raise substantial doubt about our ability to continue as a going concern. Management's plans include continuing to finance operations through the private or public placement of debt and/or equity securities and the reduction of expenditures. However, no assurance can be given at this time as to whether we will be able to achieve these objectives. The financial statements do not include any adjustment relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should we be unable to continue as a going concern.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting polices" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

Accordingly, this is the policy we believe is the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

1. Income Taxes - The Company accounts for income taxes in accordance with accounting guidance FASB ASC 740, " Income Taxes ," which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized. The Company has adopted the

provisions of FASB ASC 740-10-05 " Accounting for Uncertainty in Income Taxes ." The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken guidance on de- recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Development Stage Activities and Operations

The Company is in the development stage and has had no revenues other than the sale of its assets to Amarantus. A development stage company is defined as one in which all efforts are devoted substantially to establishing a new business and even if planned principal operations have commenced, revenues are insignificant.

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Recently Issued Accounting Pronouncements

Any recent pronouncements issued by the FASB or other authoritative standards groups with future effective dates are either not applicable or are not expected to be significant to the condensed financial statements of the Company.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data

Index to Financial Statements Required by Article 8 of Regulation S-X:

Audited Financial Statements:

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Regenicin, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Regenicin, Inc. and Subsidiary (the "Company") as of September 30, 2019 and 2018 and the related consolidated statements of operations, changes in stockholders' deficiency and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2019 and 2018 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note B to the financial statements, the Company has incurred losses, expects to incur further losses in the development of its business and has been dependent on funding operations through the issuance of convertible debt, private sale of equity securities and sale of its intangible assets. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note B. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.
ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.
We have served as the Company's auditor since 2010
Saddle Brook, New Jersey
January 14, 2020

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REGENICIN, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	September 30, 2019	September 30, 2018
ASSETS		
CURRENT ASSETS		

Cash	$ 815	$ 2,702
Prepaid expenses and other current assets	—	45,281
Common stock of Amarantus	4,500	8,450
Total current and total assets	$ 5,315	$ 56,433
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable	$ 138,298	$ 67,532
Accrued expenses - other	271,133	340,931
Accrued salaries - officers	2,869,001	2,288,001
Note payable - insurance financing	—	37,800
Bridge financing	175,000	175,000
Loan payable	10,000	10,000
Loans payable - officer	269,568	137,222
Total current and total liabilities	3,733,000	3,056,486
STOCKHOLDERS' DEFICIENCY		
Series A 10% Convertible Preferred stock, $0.001 par value, 5,500,000 shares authorized; 885,000 issued and outstanding	885	885
Common stock, $0.001 par value; 200,000,000 shares authorized; 157,911,410 issued and 153,483,050 outstanding	157,914	157,914
Additional paid-in capital	10,208,339	10,177,515
Accumulated deficit	(14,090,395)	(13,332,889)
Accumulated other comprehensive income	—	950
Less: treasury stock; 4,428,360 shares at par	(4,428)	(4,428)
Total stockholders' deficiency	(3,727,685)	(3,000,053)
Total liabilities and stockholders' deficiency	$ 5,315	$ 56,433

See Notes to Consolidated Financial Statements.

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REGENICIN, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended September 30, 2019	Year Ended September 30, 2018
Revenues	$ —	$ —
Operating expenses		
General and administrative	705,729	789,105
Stock based compensation - general and administrative	30,824	—
Total operating expenses	736,553	789,105
Operating loss before other operating income	(736,553)	(789,105)
Other operating income - reversal of accounts payable	—	248,828

Loss from operations	(736,553)	(540,277)
Other income (expenses)		
Interest expense	(17,953)	(18,781)
Change in unrealized loss on securities	(3,950)	—
Total other income (expenses)	(21,903)	(18,781)
Net loss	(758,456)	(559,058)
Preferred stock dividends	(70,800)	(70,800)
Net loss attributable to common stockholders	$ (829,256)	$ (629,858)
Loss per share:		
Basic	$ (0.01)	$ (0.00)
Diluted	$ (0.01)	$ (0.00)
Weighted average number of shares outstanding		
Basic	153,483,050	153,483,050
Diluted	153,483,050	153,483,050

See Notes to Consolidated Financial Statements.

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REGENICIN, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIENCY

	Convertible Preferred Stock		Common Stock		Additional		Accumulated Other		
	Shares	Amount	Shares	Amount	Paid-in Capital	Accumulated Deficit	Comprehensive Income	Treasury Stock (1)	Total
Balances at October 1, 2017	885,000	$ 885	157,911,410	$ 157,914	$ 10,177,515	$ (12,773,831)	$ 500	$ (4,428)	$ (2,441,445)
Other Comprehensive income							450		450
Net loss	—	—	—	—	—	(559,058)		—	(559,058)
Balances at September 30, 2018	885,000	885	157,911,410	157,914	10,177,515	(13,332,889)	950	(4,428)	(3,000,053)
Adoption of ASU 2016-01						950	(950)		—
Stock based compensation					30,824				30,824
Net loss						(758,456)			(758,456)
Balances at September	885,000	$ 885	157,911,410	$ 157,914	$ 10,208,339	$ (14,090,395)	$ —	$ (4,428)	$ (3,727,685)

30, 2019

(1) The number of shares in treasury stock at October 1, 2017, September 30, 2018 and September 30, 2019, was 4,428,360.

See Notes to Consolidated Financial Statements.

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REGENICIN, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended September 30, 2019	Year Ended September 30, 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (758,456)	$ (559,058)
Adjustments to reconcile net loss to net cash		
used in operating activities:		
Unrealized loss on investment	3,950	—
Stock based compensation - general and administrative	30,824	—
Reversal of accounts payable	—	(248,828)
Changes in operating assets and liabilities		
Prepaid expenses and other current assets	14,852	53,111
Accounts payable	70,766	35,399
Accrued expenses - other	(69,798)	42,455
Accrued salaries - officers	581,000	581,000
Net cash used in operating activities	(126,862)	(95,921)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of notes payable - insurance financing	(7,371)	(37,800)
Proceeds of loans from officers	141,075	121,108
Repayment of loans from officers	(8,729)	(3,886)
Net cash provided by financing activities	124,975	79,422
NET DECREASE IN CASH	(1,887)	(16,499)
CASH - BEGINNING OF PERIOD	2,702	19,201
CASH - END OF PERIOD	$ 815	$ 2,702
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 453	$ 1,282
Cash paid for taxes	$ —	$ —

Non-cash activities:		
Acquisition of insurance policy through the issuance of a note	$ —	$ 37,800
Cancellation of insurance policy and note	$ 30,429	$ —

See Notes to Consolidated Financial Statements.

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REGENICIN, INC. AND SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE A - THE COMPANY

Regenicin, Inc. ("Regenicin"), formerly known as Windstar, Inc., was incorporated in the state of Nevada on September 6, 2007. On July 19, 2010, the Company amended its Articles of Incorporation to change the name of the Company to Regenicin, Inc. ("Regenicin"). In September 2013, Regenicin formed a new wholly-owned subsidiary for the sole purpose of conducting research in the State of Georgia (together, the "Company"). The subsidiary has no activity since its formation due to the lack of funding. The Company's business plan is to develop and commercialize a potentially lifesaving technology by the introduction of tissue-engineered skin substitutes to restore the qualities of healthy human skin for use in the treatment of burns, chronic wounds and a variety of plastic surgery procedures.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The accompanying consolidated financial statements include the accounts of Regenicin and its wholly owned subsidiary. All significant inter-company balances and transactions have been eliminated.

Going Concern:

The Company's consolidated financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has incurred recurring losses and, as of September 30, 2019, has an accumulated deficit of approximately $14.1 million from inception, expects to incur further losses in the development of its business and has been dependent on funding operations through the issuance of convertible debt, private sale of equity securities, and the proceeds from an asset sale. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Currently management plans to finance operations through the private or public placement of debt and/or equity securities. However, no assurance can be given at this time as to whether the Company will be able to obtain such financing. The consolidated financial statements do not include any adjustment relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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Income (loss) per share:

Basic income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share gives effect to dilutive convertible securities, options, warrants and other potential common stock outstanding during the period, only in periods in

which such effect is dilutive. The following table summarizes the components of the income per common share calculation:

	Year Ended September 30,	
	2019	2018
Income (loss) Per Common Share - Basic:		
Net income (loss) available to common stockholders	$ (829,256)	$ (629,858)
Weighted-average common shares outstanding	153,483,050	153,483,050
Basic income (loss) per share	$ (0.01)	$ (0.00)
Income (loss) Per Common Share - Diluted:		
Net income (loss)	$ (829,256)	$ (629,858)
Weighted-average common shares outstanding	153,483,050	153,483,050
Convertible preferred stock	—	—
Stock options	—	—
Weighted-average common shares outstanding and common share equivalents	153,483,050	153,483,050
Diluted income (loss) per share	$ (0.01)	$ (0.00)

The following securities have been excluded from the calculation as the exercise price was greater than the average market price of the common shares:

	2019	2018
Options	1,568,022	---

The following weighted average securities have been excluded from the calculation even though the exercise price was less than the average market price of the common shares because the effect of including these potential shares was anti-dilutive due to the net losses incurred during 2019 and 2018:

	2019	2018
Options	--	8,979,366
Convertible Preferred Stock	8,850,000	8,850,000

Financial Instruments and Fair Value Measurement:

As of October 1, 2018, the Company adopted ASU No. 2016-01, "Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities". The new standard principally affects accounting standards for equity investments, financial liabilities where the fair value option has been elected, and the presentation and disclosure requirements for financial instruments. Upon the effective date of the new standards, all equity investments in unconsolidated entities, other than those accounted for using the equity method of accounting, will generally be measured at fair value through earnings. There no longer is an available-for-sale classification and therefore, no changes in fair value will be reported in other comprehensive income (loss) for equity securities with readily determinable fair values. As a result of the adoption, the Company recorded a cumulative effect adjustment of a $950 decrease to accumulated other comprehensive income, and a corresponding decrease to accumulated deficit, as of October 1, 2018.

Common stock of Amarantus is carried at fair value in the accompanying consolidated balance sheets. Fair value is determined under the guidelines of GAAP which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Realized gains and losses, determined using the first-in, first-out (FIFO) method, and unrealized gains and losses are included in other income (expense) on the statement of operations.

The common stock of Amarantus is valued at the closing price reported on the active market on which the security is traded. This valuation methodology is considered to be using Level 1 inputs. The total value of Amarantus common stock at September 30, 2019 is $4,500. The change in unrealized loss for the year ended September 30, 2019 was $3,950, net of income taxes, and was reported as other income (expense). The change in unrealized gain for year ended September 30, 2018 was $450 net of income taxes and was reported as a component of comprehensive income.

The carrying value of cash, prepaid expenses and other current assets, accounts payable, accrued expenses and all loans and notes payable in the Company's consolidated balance sheets approximated their values as of September 30, 2019 and 2018 due to their short-term nature.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Such estimation includes the selection of assumptions underlying the calculation of the fair value of options. Actual results could differ from those estimates.

Stock-Based Compensation:

The Company accounts for stock-based compensation in accordance with FASB ASC 718, "*Compensation - Stock Compensation*." Under the fair value recognition provision of the ASC, stock-based compensation cost is estimated at the grant date based on the fair value of the award. The Company estimates the fair value of stock options granted using the Black-Scholes-Merton option pricing model.

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 505, "*Equity*." Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services as defined by ASC 505.

Income Taxes:

The Company accounts for income taxes in accordance with accounting guidance FASB ASC 740, "*Income Taxes*," which requires that the Company recognize deferred tax liabilities and assets based on the differences between the

financial statement carrying amounts and the tax bases of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

The Company has adopted the provisions of FASB ASC 740-10-05 "*Accounting for Uncertainty in Income Taxes*." The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

Recently Issued Accounting Pronouncements:

Any recent pronouncements issued by the FASB or other authoritative standards groups with future effective dates are either not applicable or are not expected to be significant to the consolidated financial statements of the Company.

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NOTE C – LICENSE RIGHTS

On November 7, 2014, the Company entered into a Sale Agreement, as amended on January 30, 2015, with Amarantus BioScience Holdings, Inc. (“Amarantus”). Under the Sale Agreement, the Company granted to Amarantus an exclusive five (5) year option to license any engineered skin designed for the treatment of patients designated as severely burned by the FDA developed by the Company. Amarantus could exercise this option at a cost of $10,000,000 plus a royalty of 5% on gross revenues in excess of $150 million. As of November 7, 2019, the option had not been exercised and had expired.

NOTE D – ACCOUNTS PAYABLE

In Fiscal 2018, management determined that certain accounts payables on the balance sheet for over six years totaling $248,828 were no longer due and payable. These amounts have been reversed and are included as a separate component of loss from operations.

NOTE E - ACCRUED EXPENSES

Accrued expenses consisted of the following:

	2019	2018
Professional fees	$143,745	$231,043
Interest	127,388	109,888
	$271,133	$340,931

NOTE F - LOANS PAYABLE

Loan Payable:

In February 2011, an investor advanced $10,000. The loan does not bear interest and is due on demand. At both September 30, 2019 and 2018, the loan payable totaled $10,000.

Loans Payable - Officer:

Through September 2018, John Weber, the Company's Chief Financial Officer, made advances to the Company totaling $105,858. From October 2018 through September 2019 he advanced an additional $132,275. The loans do not bear interest and are due on demand.

Through September 2018, J. Roy Nelson, the Company's Chief Science Officer, made net advances to the Company totaling $26,864. From October 2018 through September 2019 he made additional advances of $8,800 and was repaid $8,729 for a net increase of $71. The loans do not bear interest and are due on demand.

In September 2018, Randall McCoy, the Company's Chief Executive Officer, made an advance to the Company of $4,500. The loan does not bear interest and is due on demand.

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NOTE G - NOTES PAYABLE

Bridge Financing:

On December 21, 2011, the Company issued a $150,000 promissory note to an individual. The note bore interest so that the Company would repay $175,000 on the maturity date of June 21, 2012. Additional interest of 10% was charged on any late payments. The note was not paid at the maturity date and the Company is incurring additional interest as described above. At both September 30, 2019 and 2018, the note balance was $175,000. Accrued interest on the note was $127,388 and 109,888 at September 30, 2019 and 2018, respectively, which is included in accrued expenses on the accompanying consolidated balance sheets.

NOTE H - RELATED PARTY TRANSACTIONS

The Company's principal executive offices are located in Little Falls, New Jersey. The headquarters is located in the offices of McCoy Enterprises LLC, an entity controlled by Mr. McCoy. The office is attached to his residence but has its own entrances, restroom and kitchen facilities.

The Company also maintains an office at Carbon & Polymer Research Inc. ("CPR") in Pennington, New Jersey, which is the Company's materials and testing laboratory. An officer of the Company is an owner of CPR. No rent is charged for either premise.

On May 16, 2016, the Company entered into an agreement with CPR in which CPR will supply the collagen scaffolds used in the Company's production of the skin tissue. The contract contains a most favored customer clause guaranteeing the Company prices equal or lower than those charged to other customers. The Company has not yet made purchases from CPR.

See Note F for loans payable to related parties.

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NOTE I - INCOME TAXES

The Company did not incur current income tax expense for either of the years ended September 30, 2019 or 2018.

At September 30, 2019, the Company had available approximately $5.2 million of net operating loss ("NOL") carry forwards which expire in the years 2029 through 2036. However, the use of the net operating loss carryforwards generated prior to September 30, 2011 totaling $0.7 million is limited under Section 382 of the Internal Revenue

Code. Section 382 of the Internal Revenue Code of 1986, as amended (the Code), imposes an annual limitation on the amount of taxable income that may be offset by a corporation's NOLs if the corporation experiences an "ownership change" as defined in Section 382 of the Code. For the year ended September 30, 2019, the Company's NOL was approximately $130,000, which can be carried forward indefinitely.

Significant components of the Company's deferred tax assets at September 30, 2019 and 2018 are as follows:

	2019	2018
Net operating loss carry forwards	$ 1,224,993	$ 1,191,194
Unrealized loss	807,975	807,975
Stock based compensation	8,322	27,070
Accrued expenses	777,330	620,460
Total deferred tax assets	2,818,620	2,646,699
Valuation allowance	(2,818,620)	(2,646,699)
Net deferred tax assets	$ —	$ —

Due to the uncertainty of their realization, a valuation allowance has been established for all of the income tax benefit for these deferred tax assets.

The following is a reconciliation of the Company's income tax rate using the federal statutory rate to the actual income tax rate as of September 30, 2019 and 2018:

	2019	2018
Federal tax rate	(21)%	(21)%
Effect of state taxes	(6)%	(6)%
Effect of NOL	0%	1.9%
Change in valuation allowance	27%	25.1%
Total	0%	0%

At September 30, 2019 and 2018, the Company had no material unrecognized tax benefits and no adjustments to liabilities or operations were required. The Company does not expect that its unrecognized tax benefits will materially increase within the next twelve months. The Company recognizes interest and penalties related to uncertain tax positions in general and administrative expense. As of September 30, 2019, and 2018 the Company has not recorded any provisions for accrued interest and penalties related to uncertain tax positions.

The Company files its federal and state income tax returns under a statute of limitations. The tax years ended September 30, 2016 through September 30, 2019 generally remain subject to examination by federal tax authorities.

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NOTE J - STOCKHOLDERS' DEFICIENCY

Preferred Stock:

Series A

Series A Preferred earns a dividend of 8% per annum on the stated value and has a liquidation preference equal to the stated value of the shares ($885,000 liquidation preference as of September 30, 2019 and 2018 plus dividends in

arrears as per below). Each share of Preferred Stock has an initial stated value of $1 and is convertible into shares of the Company's common stock at the rate of 10 for 1.

The Series A Preferred Stock was marketed through a private placement memorandum that included a reference to a ratchet provision which would have allowed the holders of the stock to claim a better conversion rate based on other stock transactions conducted by the Company during the three-year period following the original issuance of the shares. The Certificate of Designation does not contain a ratchet provision. Certain of the stock related transactions consummated by the Company during this time period may have triggered this ratchet provision, and thus created a claim by holders of the Series A Preferred Stock who purchased based on this representation for a greater conversion rate than initially provided. There have been no new developments related to the remaining Series A holders regarding this claim and the conversion rate of their Series A Preferred Stock. Changes to the preferred stock conversion ratio may result in modification or extinguishment accounting. That may result in a deemed preferred stock dividend which would reduce net income available to common stockholders in the calculation of earnings per share. Certain of the smaller Series A holders have already converted or provided notice of conversion of their shares. In respect of this claim, the Company and its outside counsel determined that it is not possible to offer an opinion regarding the outcome. An adverse outcome could materially increase the accumulated deficit.

The dividends are cumulative commencing on the issue date when and if declared by the Board of Directors. As of September 30, 2019, and 2018, dividends in arrears were $605,437 ($.68 per share) and 534,637 ($.60 per share), respectively.

At both September 30, 2019 and 2018, 885,000 shares of Series A Preferred were outstanding.

Series B

On January 23, 2012, the Company designated a new class of preferred stock called Series B Convertible Preferred Stock ("Series B Preferred"). Four million shares have been authorized with a liquidation preference of $2.00 per share. Each share of Series B Preferred is convertible into ten shares of common stock. Holders of Series B Preferred have a right to a dividend (pro-rata to each holder) based on a percentage of the gross revenue earned by the Company in the United States, if any, and the number of outstanding shares of Series B Convertible Preferred Stock, as follows: Year 1 - Total Dividend to all Series B holders = .03 x Gross Revenue in the U.S. Year 2 - Total Dividend to all Series B holders = .02 x Gross Revenue in the U.S. Year 3 - Total Dividend to all Series B holders = .01 x Gross Revenue in the U.S. At September 30, 2019, and 2018 no shares of Series B Preferred are outstanding.

2010 Incentive Plan:

On December 15, 2010, the board of directors approved the Regenicin, Inc. 2010 Incentive Plan (the "Plan"). The Plan provides for the granting of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, stock units, performance shares and performance units to the Company's employees, officers, directors and consultants. The Plan provides for the issuance of up to 4,428,360 shares of the Company's common stock.

On January 6, 2011, the Company approved the issuance of 885,672 options to each of the four members of the board of directors at an exercise price of $0.035, as amended, per share that were to expire, as extended, on December 31, 2018. Effective as of the expiration date, the Company extended the term of those options for two of the directors to December 31, 2023. All other contractual terms of the options remained the same. The option exercise price was compared to the fair market value of the Company's shares on the date when the extension was authorized by the Company, resulting in the immediate recognition of $1,316 in compensation expense, which is included in the results of operations for the year ended September 30, 2019. There is no deferred compensation expense associated with this transaction, since all extended options had previously been fully vested. The extended options were valued utilizing the Black-Scholes option pricing model with the following assumptions: Exercise price of $0.035, expected volatility of 25.54%, risk free rate of 2.51% and expected term of 5 years.

On January 15, 2015, the Company approved the issuance of 10,000,000 options to one of its Officers at an exercise price of $0.02, per share that were set to expire on January 15, 2019. Effective December 31, 2018, the Company extended the term of those options to December 31, 2023. All other contractual terms of the options remained the

same. The option exercise price was compared to the fair market value of the Company's shares on the date when the extension was authorized by the Company, resulting in the immediate recognition of $29,508 in compensation expense, which is included in the results of operations for the year ended September 30, 2019. There is no deferred compensation expense associated with this transaction, since all extended options had previously been fully vested. The extended options were valued utilizing the Black-Scholes option pricing model with the following assumptions: Exercise price of $0.02, expected volatility of 25.54%, risk free rate of 2.51% and expected term of 5 years.

Expected life is determined using the "simplified method" permitted by Staff Accounting Bulletin No. 107. The stock volatility factor is based on the Nasdaq Biotechnology Index. The Company did not use the volatility rate for Company's common stock as the Company's common stock had not been trading for the sufficient length of time to accurately compute its volatility when these options were issued.

Stock based compensation amounted to $30,824 and $-0- for the years ended September 30, 2019 and 2018, respectively.

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Option activity for 2019 and 2018 is summarized as follows:

	Options	Weighted Average Exercise Price
Options outstanding, October 1, 2018	13,542,688	$ 0.02
Granted	—	—
Forfeited	—	—
Options outstanding, September 30, 2018	13,542,688	$ 0.02
Granted	—	—
Forfeited	1,771,344	0.035
Options outstanding, September 30, 2019	11,771,344	$ 0.02
Aggregate intrinsic value	$ -0-	

The aggregate intrinsic value was calculated based on the positive difference between the closing market price of the Company's Common Stock and the exercise price of the underlying options.

The following table summarizes information regarding stock options outstanding at September 30, 2019:

		Weighted Average Remaining		Options Exercisable Weighted Average	
Ranges of prices	Number Outstanding	Contractual Life	Exercise Price	Number Exercisable	Exercise Price
$ 0.020	10,000,000	4.25	$ 0.020	10,000,000	$ 0.020
$ 0.035	1,771,344	4.25	$ 0.035	1,771,344	$ 0.035
$0.020-$0.035	11,771,344	4.25	$ 0.022	11,771,344	$ 0.022

As of September 30, 2019, there was no unrecognized compensation cost related to non-vested options granted.

NOTE K - SUBSEQUENT EVENTS

Management has evaluated subsequent events through the date of this filing.

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Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

No events occurred requiring disclosure under Item 304 of Regulation S-K during the fiscal year ending September 30, 2019.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this annual report, being September 30, 2019. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in our company's reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Based upon that evaluation, including our Chief Executive Officer and Chief Financial Officer, we have concluded that our disclosure controls and procedures were ineffective as of the end of the period covered by this annual report.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). Management has assessed the effectiveness of our internal control over financial reporting as of September 30, 2019 based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of September 30, 2019, our internal control over financial reporting was not effective. Our management identified the following material weaknesses in our internal control over financial reporting, which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines.

We plan to take steps to enhance and improve the design of our internal control over financial reporting. During the period covered by this annual report on Form 10-K, we have not been able to remediate the material weaknesses identified above. To remediate such weaknesses, we hope to implement the following changes during our fiscal year ending September 30, 2020, depending on available funds: (i) appoint additional qualified personnel to address inadequate segregation of duties and ineffective risk management; and (ii) adopt sufficient written policies and procedures for accounting and financial reporting. The remediation efforts set out in (i) and (ii) are largely dependent upon our securing additional financing to cover the costs of implementing the changes required. If we are unsuccessful in securing such funds, remediation efforts may be adversely affected in a material manner.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to an exemption for non-accelerated filers set forth in Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Remediation of Material Weakness

We are unable to remedy our controls related to the inadequate segregation of duties and ineffective risk management until we receive financing to hire additional employees.

Limitations on the Effectiveness of Internal Controls

Our management, including our Chief Executive Officer and our Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting are or will be capable of preventing or detecting all errors or all fraud. Any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements, due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns may occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risk.

Item 9B. Other Information

None

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table contains information with respect to our current executive officers and directors:

Name	Age	Principal Positions With Us
Randall McCoy	70	Chief Executive Officer and Director
John J. Weber	70	Chief Financial Officer and Director
Dr. J. Roy Nelson	71	Chief Science Officer

Randall McCoy has served as our Chief Executive Officer and director since July 2010. Prior to joining the Company, Mr. McCoy served as President of McCoy Enterprises LLC since its founding in May 2002. Mr. McCoy has more than 42 years of experience in the healthcare industry and has assisted both small and major pharmaceutical/device companies address FDA issues. He served as Laboratory Manager and Instructor at both George Washington University and Temple Medical School, and served as Program Manager at the Stanford Research Institute, Healthcare Division, of the David Sarnoff Research Center. Mr. McCoy has also helped over 225

foreign and domestic companies introduce their FDA regulated drug and medical device products into the US and world market. He currently holds over 30 US and international patents.

John J. Weber has served as our Chief Financial Officer and Director since September 13, 2010. Mr. Weber served as the Executive Vice President of Fujifilm Medical Systems, USA from 2006 until 2009. While at Fujifilm he was responsible for overseeing all corporate activity with the exception of R&D. In previous positions at Fujifilm he served as Senior Vice President of Operations as well as Chief Financial Officer.

Mr. Weber brings over 20 years of medical-related corporate, operational and financial management experience to the Company.

Dr. J. Roy Nelson Chief Science Officer owns and operates a FDA registered cGMP audited laboratory. The Material Testing Laboratory holds a Schedule I-V DEA drug license and with an electronic FDA submission portal. His laboratory provides material science supports for new medical devices and drug support for major pharmaceutical as well as smaller companies. In addition to numerous medical device and drug developmental projects, he has been on two FDA consent decree remediations writing SOPs and other FDA compliance documents. He has eight years experience working with various collagen products, such as sponges. Prior to 1988 Dr. Nelson was a senior material scientist at RCA/SRI in Princeton, NJ. He has more than twenty US patents. Dr. Nelson and Mr. McCoy have worked on numerous projects together since 1979 and share co-inventor positions on various patents.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

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Involvement in Certain Legal Proceedings

To the best of our knowledge, during the past ten years, none of the following occurred with respect to a present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Committees of the Board

Our company currently does not have nominating, compensation or audit committees or committees performing similar functions nor does our company have a written nominating, compensation or audit committee charter. Our directors believe that it is not necessary to have such committees, at this time, because the functions of such committees can be adequately performed by the board of directors.

Our company does not have any defined policy or procedural requirements for shareholders to submit recommendations or nominations for directors. The board of directors believes that, given the stage of our development, a specific nominating policy would be premature and of little assistance until our business operations develop to a more advanced level. Our company does not currently have any specific or minimum criteria for the election of nominees to the board of directors and we do not have any specific process or procedure for evaluating such nominees. The board of directors will assess all candidates, whether submitted by management or shareholders, and make recommendations for election or appointment.

A shareholder who wishes to communicate with our board of directors may do so by directing a written request addressed to our CEO and director, Randall McCoy, at the address appearing on the first page of this annual report.

Code of Ethics

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy of the Code of Ethics is attached to our Annual Report on Form 10-K for the year ended September 30, 2011 as Exhibit 14.1.

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Item 11. Executive Compensation

Compensation Discussion and Analysis

Employment Agreement with Randall McCoy

On July 16, 2010, we entered into an employment agreement with Mr. Randall McCoy. The employment agreement has a three-year term that automatically extends in three-year increments unless notice of non-renewal is given by either party at least ninety (90) days prior to the expiration of the then current term.

The July 16, 2010, employment agreement provided for an initial annual base salary of $250,000. Under an addendum to the employment agreement, however, dated August 2, 2010, Mr. McCoy will earn an annual base salary of $125,000 until such time as we achieve a positive net income for the preceding calendar quarter as determined in accordance with GAAP and reported in our financial statements filed with the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended. Immediately upon our attaining such positive net income, Mr. McCoy's annual base salary will be increased to $250,000 as stated in the July 16, 2010 employment agreement.

The annual base salary will be reviewed each year by our board of directors (or compensation committee, if we then have one), but cannot be decreased from the amount in effect in the previous year. Pursuant to the employment agreement, Mr. McCoy is eligible for an annual bonus determined by our board of directors (or compensation committee, if any). The employment agreement also provides that Mr. McCoy is eligible to participate in our equity incentive plans and other employee benefit programs.

Mr. McCoy's employment agreement imposes on him post-termination non-competition, non-solicitation and confidentiality obligations. Under the agreement, he agrees not to compete with our business in the United States, subject to certain limited exceptions, for a period of one year after termination of his employment. Mr. McCoy further agrees, for a period of one year after termination of his employment, to refrain from (i) soliciting, inducing, encouraging or attempting to induce or encourage any employee, contractor or consultant of the Company to terminate his or her employment or relationship with Company, or to breach any other obligation to Company; and (ii) soliciting, interfering with, disrupting, altering or attempting to disrupt or alter the relationship, contractual or otherwise, between the Company and any other person including, without limitation, any consultant, contractor, customer, potential customer, or supplier of the Company. He also agrees to maintain the confidentiality of all confidential or proprietary information of our company, and assign to us any inventions which pertain to or relate to

our business or any of the work or businesses carried on by us that are discovered, conceived, reduced to practice, developed, made or produced by him during and as a result of his employment.

The employment agreement provides for payments and benefits upon termination of employment in addition to those previously accrued. If Mr. McCoy is terminated due to death, the salary payable to Mr. McCoy thereunder (in addition to items previously accrued, but excluding medical plan and other benefits) shall continue to be paid at the then current rate for three (3) months after the termination of employment in accordance with normal Company payroll practices. In addition, any bonuses actually earned prior to the termination (including, as reasonably determined by the Board of Directors or its Compensation Committee, a pro-rated amount of any annual bonus for the portion of the fiscal year during which termination takes place) shall be paid to Mr. McCoy.

In the event of the termination of Mr. McCoy's employment due to disability, the salary payable thereunder (inclusive of paid medical plan then in effect and available, if any) shall continue to be paid at the then current rate for three (3) months after the termination of employment in accordance with normal Company payroll practices; provided, however, that the Company may deduct from such payments the amount of any and all disability insurance benefits paid during such three-month period with respect to Mr. McCoy that were paid for by the Company during any period for which payment was made by the Company during the term of the and prior to the termination. In addition, any bonuses actually earned prior to the termination (including, as reasonably determined by the Board of Directors or its Compensation Committee, a pro-rated amount of any annual bonus for the portion of the fiscal year during which termination takes place) which shall be paid to Mr. McCoy.

The table below summarizes all compensation awarded to, earned by, or paid to our officers for all services rendered in all capacities to us for our fiscal years ended September 30, 2019 and 2018.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Randall McCoy Chief Executive Officer, Principal Executive Officer and Director	2019	$250,000[1)]	0	0	0	0	0	0	$250,000
	2018	$250,000(2)	0	0	0	0	0	0	$250,000
John J. Weber Chief Financial Officer and Director	2019	$125,000[(5)]	0	0	0	0	0	0	$125,000
	2018	$125,000[(6)]	0	0	0	0	0	0	$125,000
Dr. J. Roy Nelson Chief Science Officer	2019	$150,000[(3)]	0	0	0	0	0	0	$ 150,000
	2018	$150,000[(4)]	0	0	0	0	0	0	$150,000

(1) Of the $250,000 in salary to Mr. McCoy, $250,000 remains unpaid as accrued compensation.

(2) Of the $250,000 in salary to Mr. McCoy, $250,000 remains unpaid as accrued compensation.

(3) Of the $150,000 in salary to Mr. Nelson, $150,000 remains unpaid as accrued compensation.

(4) Of the $150,000 in salary to Mr. Nelson, $150,000 remains unpaid as accrued compensation.

(5) Of the $125,000 in salary to Mr. Weber, $125,000 remains unpaid as accrued compensation.

(6) Of the $125,000 in salary to Mr. Weber, $125,000 remains unpaid as accrued compensation.

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Outstanding Equity Awards at Fiscal Year-End

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officer as of September 30, 2019.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	OPTION AWARDS					STOCK AWARDS			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date (1)	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Randall McCoy	885,672	—	—	$ 0.035	12/31/23	—	—	—	—
John J. Weber	885,672	—	—	$ 0.035	12/31/23	—	—	—	—
John J. Weber	10,000,000	—	—	$ 0.02	12/31/23	—	—	—	—

(1) On December 31, 2018, the Board extended the term of the options to December 31, 2023.

Director Compensation

There has been no director compensation over the past three years.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth, as of January 6, 2020, certain information as to shares of our common stock owned by (i) each person known by us to beneficially own more than 5% of our outstanding common stock, (ii) each of our directors, and (iii) all of our executive officers and directors as a group.

Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and investment power with respect to their shares of Common Stock, except to the extent authority is shared by spouses under applicable law. Unless otherwise indicated below, each entity or person listed below maintains an address of 10 High Court, Little Falls, NJ 07424.

The number of shares beneficially owned by each stockholder is determined under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting or investment power and any shares as to which the individual or entity has the right to acquire beneficial ownership within 60 days through the exercise of any stock option, warrant or other right. The inclusion in the following table of those shares, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner.

Beneficial owner	Number of shares beneficially owned [1]	Percentage Owned[2]
Officers and Directors		
Randall McCoy	18,707,313 [3]	12.19 %
John J. Weber	10,935,672 [4]	7.12 %
Officers and Directors collectively	29,642,985	19.31 %
5 Percent Shareholders		
Christopher Brown 100 N Tryon St. #4700 Charlotte, NC 28200	10,000,000	6.52 %

(1) Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of common stock listed as owned by that person or entity.
(2) A total of 162,333,050 shares of the Company's common stock and Series A Convertible Preferred Stock, on an as converted basis, are considered to be outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934.
(3) Includes 17,821,641 shares of common stock held in his name and options to purchase 885,672 shares of common stock.
(4) Includes 50,000 shares of common stock held in his name and options to purchase 10,885,672 shares of common stock.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Other than the transactions described below and under the heading "Executive Compensation" (or with respect to which such information is omitted in accordance with SEC regulations), since October 1, 2012 there have not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a participant in which the amount involved exceeded or will exceed $120,000, and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest:

1. Our principal executive offices are located in Little Falls, New Jersey. The headquarters is located in the

offices of McCoy Enterprises LLC, an entity controlled by Mr. McCoy. The office is attached to his residence but has its own entrances, restroom and kitchen facilities.

2. We also maintain an office in Pennington, New Jersey, which is the materials and testing laboratory. This office is owned by Materials Testing Laboratory, and the principal is an employee. In 2016, we entered into a supply agreement to supply collagen scaffolds from a company owned by the same employee.

3. We have an employment agreement with our CEO, Randall McCoy, as discussed above.

4. Randall McCoy, our Chief Executive Officer, made advances to us. The loans to not bear interest and are due on demand. At September 30, 2019 and 2019, the loan balance was $4,500 and $4,500, respectively.

5. John Weber, our Chief Financial Officer, made advances to us . The loans do not bear interest and are due on demand. At September 30, 2019 and 2018, the loan balance was $238,133 and $105,858 respectively.

6. Randall McCoy and John Weber were principals and partners in Pure Med Farma, a Limited Liability Company which we have engaged to provide our Closed Herd collagen, see discussion above.

7. Roy Nelson, our Chief Science Officer, made advances to us. The loans do not bear interest and are due on demand. At September 30, 2019 and 2018, the loan balance was $ 26,935 and $26,864, respectively.

Director Independence

We are not a "listed issuer" within the meaning of Item 407 of Regulation S-K and there are no applicable listing standards for determining the independence of our directors.

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Item 14. Principal Accounting Fees and Services

We do not have an audit committee. Our Board of Directors pre-approves all services, including both audit and non-audit services, provided by our independent accountants. For audit services, each year the independent auditor provides our Board of Directors with an engagement letter outlining the scope of the audit services proposed to be performed during the year, which must be formally accepted by the Board of Directors before the audit commences. The independent auditor also submits an audit services fee proposal, which also must be approved by the Board of Directors before the audit commences.

Aggregate fees for professional services rendered for the Company by Rotenberg Meril Solomon Bertiger & Guttilla, P.C., our independent registered public accounting firm, for the years ended September 30, 2019 and 2018 are set forth below:

Financial Statements for the Year Ended September 30	Audit Services	Audit Related Fees	Tax Fees	Other Fees
2019	$ 79,500	$ 0	$ 0	$ 0
2018	$ 79,500	$ 0	$ 0	$ 0

Audit Fees were for professional services rendered for the audits of our financial statements, quarterly review of the financial statements included in Quarterly Reports on Form 10-Q, consents, and other assistance required to complete the year-end audit of the financial statements.

Audit-Related Fees were for assurance and related services reasonably related to the performance of the audit or review of financial statements and not reported under the caption Audit Fees.

Tax Fees were for professional services related to tax compliance, tax authority audit support and tax planning.

All Other Fees include any other fees charged that are not otherwise specified.

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PART IV

Item 15. Exhibits, Financial Statements Schedules

(a)Financial Statements and Schedules

The following financial statements and schedules listed below are included in this Form 10-K.

Financial Statements (See Item 8)

(b)Exhibits

Exhibit Number	Description
3.1	Articles of Incorporation, as amended (1)
3.2	Bylaws, as amended (1)
10.4	Know-How License and Stock Purchase Agreement (2)
10.5	Form of Stock Option Agreement(5)
10.6	Employment Agreement for Randall McCoy(4)
10.7	Asset Purchase Agreement(6)
14.1	Code of Ethics (3)
31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Incorporated by reference to the Registration Statement on Form SB-2 filed on October 25, 2006; also incorporated by reference to the Current Report on Form 8-K filed on October 29, 2010.
(2) Incorporated by reference to the Current Report on Form 8-K/A filed on April 27, 2011.
(3) Incorporated by reference to the Annual Report on Form 10-K filed on January 13, 2011.
(4) Incorporated by reference to the Current Report on Form 8-K filed on July 22, 2010.
(5) Incorporated by reference to the Current Report on Form 8-K filed on May 17, 2011.
(6) Incorporated by reference to the Current Report on Form 8-K filed November 17, 2014.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Regenicin, Inc.

By: */s/ Randall McCoy*
Randall McCoy
President, Chief Executive Officer, Principal Executive Officer, and Director
January 14, 2020

In accordance with Section 13 or 15(d) of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: */s/ Randall McCoy*
Randall McCoy
President, Chief Executive Officer, Principal Executive Officer, and Director
January 14, 2020

By: */s/ John J. Weber*
John J. Weber
Interim Chief Financial Officer, Principal Financial and Accounting Officer, and Director
January 14, 2020

CERTIFICATIONS

I, Randall McCoy, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended September 30, 2019 of Regenicin, Inc (the "registrant");

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 Rules 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 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 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: January 14, 2020

/s/ Randall McCoy
By: Randall McCoy
Title: Chief Executive Officer

CERTIFICATIONS

I, John J. Weber, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended September 30, 2019 of Regenicin, Inc (the "registrant");

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 Rules 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 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 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: January 14, 2020

/s/ John J. Weber
By: John J. Weber
Title: Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual Report of Regenicin, Inc (the "Company") on Form 10-K for the year ended September 30, 2019 filed with the Securities and Exchange Commission (the "Report"), I, Randall McCoy, Chief Executive Officer of the Company, and, I John J. Weber, 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:

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

2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: */s/ Randall McCoy*
Name: Randall McCoy
Title: Principal Executive Officer and Director
Date: January 14, 2020

By: */s/ John J. Weber*
Name: John J. Weber
Title: Principal Financial Officer and Director
Date: January 14, 2020

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.