

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
January 10, 2019

MEDICINE MAN TECHNOLOGIES, INC.
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-55450
(Commission File Number)

46-5289499
(IRS Employer ID No.)

4880 Havana Street
Suite 201
Denver, Colorado 80239
(Address of principal executive offices)

(303) 371-0387
(Issuer's Telephone Number)

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

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

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

Emerging growth company

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

Item 1.01 Entry into a Material Definitive Agreement

Effective January 10, 2019, we entered into term sheets to acquire three cannabis and cannabis related companies, including the following:

- FutureVision 2020, LLC and Futurevision Ltd., Inc. dba Medicine Man (in the aggregate, “Medicine Man”), owners of several licensed dispensaries and a cultivation facility in the Denver, CO metro area. Medicine Man currently owns the only cannabis research license in the state of Colorado, with a federal research license pending. It is also a leading cultivator, retailer and one of the best-known brands in the cannabis sector, winning over a dozen industry awards. Medicine Man operates out of a 40,000-square foot cultivation operation and has four popular retail locations across the Denver metropolitan area;
- MedPharm Holdings, LLC, a company that develops and manages intellectual property related to the manufacture and formulation of products containing cannabinoid extracts. Management of MDCL believes that this acquisition will bring world-class processing and pharmaceutical-grade products to the company; and
- MX LLC, the holder of licenses that allow it to be a manufacturer of marijuana infused products (‘edibles’) in the Denver metro area. It is a licensee of MedPharm.

These acquisitions are subject to various terms and the satisfaction of various conditions, including obtaining the approval of our shareholders, completion of financial audits for each company proposed to be acquired demonstrating that their financial condition are consistent with the representations made to us and execution of definitive agreements between the respective parties.. In addition, because they are the holders of cannabis licenses issued by the Marijuana Enforcement Division (“MED”) in the State of Colorado, the acquisition of Medicine Man and MX also will require that proposals currently pending in the Colorado legislature to adopt and enact new laws which will allow for public company ownership of Colorado licensed business in the marijuana industry. These acquisitions will also require the approval of the MED, as well as local city and county rules concerning the transfer and sale of ownership interest to have their licenses assigned to MDCL.

In the event all of these acquisitions are successfully consummated, of which there can be no assurance, and based upon current revenues being generated by these companies, our management estimates our total annual revenue will increase by between \$40 million and \$50 million.

We have previously disclosed in our SEC filings of our intent to acquire these companies, including in our initial registration statement and subsequent annual reports filed with the SEC. Certain persons who are employed in management positions with us are also the owners of the entities proposed to be acquired, including Andy Williams, our current CEO and a director. These disclosure provided we would obtain independent valuations of all related party transactions prior to consummating any transaction involving a related party. WE have obtained two separate independent valuations of the entities to be acquired. The relevant term sheets provide that the value of the shares to be issued to each owner of the entities to be acquired shall be consistent with these independent valuations.

Item 7.01 Regulation FD Disclosure

Our Press Release relating to the execution of the term sheets described above is attached as Exhibit 99.4 and is hereby incorporated.

Item 9.01 Financial Statements and Exhibits

(b) Exhibits. The following exhibits are included in this report:

99.4 [Press Release Announcing Execution of term sheets to acquire MedPharm Holdings LLC.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDICINE MAN TECHNOLOGIES, INC.
(Registrant)

Dated: January 14, 2019

By: /s/ Andrew Williams
Andrew Williams,
Interim Chief Executive Officer

MEDICINE MAN TECHNOLOGIES enters into agreement to acquire MedPharm Holdings, LLC

Medicine Man Technologies adds marijuana research company, branded product lines and intellectual property development capabilities to their international base of over 100 clients

DENVER – January 15, 2019 – Medicine Man Technologies (OTCQX: MDCL), a leading consulting, IP licensing and products company in the cannabis industry, has signed binding term sheets and conditions for acquisition of MedPharm Holdings, LLC, an intellectual property development and holding company focused on cannabis research and product/brand development.

MedPharm Holdings, LLC provides extraction expertise, cannabis pharmaceutical-grade dosage forms using current "Good Manufacturing Practices" that include pre-formulation; formulation development; commercial manufacturing; analytical method development and validation; and routine quality control analysis and stability studies. MedPharm's capabilities also allow for in-depth analysis to include clinical studies. MedPharm's popular brands include: *Aliviar*, a medically focused line with a proprietary blend of cannabinoids, terpenes, niosomes, essential oils and other excipients; *become*, a pure cannabis concentrate marketed to the female demographic and *BATCH*, high-quality extracts for the connoisseur.

MedPharm Holdings, LLC has two licensees. The first is MX, LLC in Colorado, an extraction and marijuana-infused products company, which holds the only Colorado state cannabis research license. The second is MedPharm Iowa, a vertically integrated medical marijuana company. MedPharm Holdings, LLC also has a pending application for a federal research Bulk Manufacturer license to provide cannabis and cannabis dosage forms for research purposes.

MedPharm Holdings, LLC is currently solidifying an international expansion in South America and evaluating opportunities in other continents.

"This planned acquisition of MedPharm Holdings, LLC brings world-class processing, research and pharmaceutical-grade products to the Medicine Man Technologies' portfolio. This is a significant step in becoming a dominant global operator, filling a key gap in our current products and services," says Andy Williams, Medicine Man Technologies' Chief Executive Officer. "We have had clients in 17 states and seven countries, this highly scalable product line allows us to leverage those existing relationships worldwide."

The acquisition of MedPharm Holdings, LLC is expected to close sometime in the first quarter of 2019 pending completion of due diligence.

About Medicine Man Technologies, Inc.

Established in March 2014, the Company secured its first client/licensee in April 2014. To date, the Company has provided guidance for several clients that have successfully secured licenses to operate cannabis businesses within their state. The Company currently has or has had active clients in California, Iowa, Oregon, Colorado, Nevada, Illinois, Michigan, Arkansas, Pennsylvania, Florida, Ohio, Maryland, New York, Oklahoma, Massachusetts, Puerto Rico, Canada, Australia, Germany, and South Africa. The Company continues to focus on working with clients to 1) utilize its experience, technology, and training to help secure a license in states with newly emerging regulations, 2) deploy the Company's highly effective variable capacity constant harvest cultivation practices through its deployment of Cultivation MAX, and eliminate the liability of single grower dependence, 3) avoid the costly mistakes generally made in start-up, 4) stay engaged with an ever expanding team of licensees and partners, all focused on quality and safety that will "share" the ever-improving experience and knowledge of the network, and 5) continuing the expansion of our Brands Warehouse concept through entry into industry based cooperative agreements and pursuing other acquisitions as they prove suitable to our overall business development strategy.

Safe Harbor Statement

This press release may contain forward-looking statements which are based on current expectations, forecasts, and assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially from those anticipated or expected, including statements related to the amount and timing of expected revenues and any payment of dividends on our common and preferred stock, statements related to our financial performance, expected income, distributions, and future growth for upcoming quarterly and annual periods. These risks and uncertainties are further defined in filings and reports by the Company with the U.S. Securities and Exchange Commission (SEC). Actual results and the timing of certain events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors detailed from time to time in our filings with the Securities and Exchange Commission. Among other matters, the Medicine Man Technologies may not be able to sustain growth or achieve profitability based on many factors including, but not limited to, general stock market conditions. Reference is hereby made to cautionary statements set forth in the Company's most recent SEC filings. We have incurred and will continue to incur significant expenses in the expansion of our existing and new service lines, noting there is no assurance that we will generate enough revenues to offset those costs in both the near and long-term. Additional service offerings may expose us to additional legal and regulatory costs and unknown exposure(s) based upon the various geopolitical locations where we will be providing services, the impact of which cannot be predicted at this time.