

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): February 20, 2020

Medicine Man Technologies, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

001-36868
(Commission File Number)

46-5289499
(IRS Employer Identification No.)

4880 Havana Street, Suite 201
Denver, Colorado
(Address of Principal Executive Offices)

80239
(Zip Code)

(303) 371-0387
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

- Written 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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Not applicable	Not applicable	Not applicable

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 7.01 Regulation FD Disclosure.

Medicine Man Technologies, Inc. (the “Company”) plans to participate in the Monthly Investor Conference hosted by the OTC Markets Group Inc. on virtualinvestorconferences.com and present an updated investor presentation. A copy of the investor presentation will be posted to the Company’s website at ir.medicinemantechnologies.com and a copy thereof is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information under this Item 7.01 and the investor presentation attached hereto as Exhibit 99.1 is being furnished by the Company pursuant to Item 7.01. In accordance with General Instruction B.2 of Form 8-K, the information contained under this Item 7.01 and the investor presentation attached hereto as Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. In addition, this information shall not be deemed incorporated by reference into any of the Company’s filings with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Investor Presentation dated February 20, 2020

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.

By: /s/ Justin Dye
Justin Dye
Chief Executive Officer

Date: February 20, 2020



2020 INVESTOR PRESENTATION

OTCQX MDCL

SAFE HARBOR STATEMENT

This presentation contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believes," "plans," "expects," "anticipates," "will," "should," "positioned" and words of similar import. Examples of forward-looking statements include, among others, statements regarding Medicine Man Technologies, Inc.'s (the "Company") operations, financial performance, business or financial strategies, or achievements.

Forward-looking statements are neither historical facts nor assurances of future results or performance. Instead, they are based only on the Company's current beliefs, expectations and assumptions regarding the future of the Company's business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of the Company's control. Actual outcomes and results and the Company's financial performance and condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

Important factors that could cause actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: the Company's ability to raise capital to finance any of its proposed acquisitions; the Company's ability to close on any of its proposed acquisitions; the Company's ability to successfully integrate and achieve its objectives with respect to any of its proposed acquisitions; the Company's ability to successfully execute its business, financial and growth strategy; the Company's ability to expand into additional states; the Company's ability to successfully offer new products, services and other offerings; the Company's ability to successfully implement its revenue growth strategy, generate cash flow from operations and achieve positive shareholder returns. Any forward-looking statement in this presentation is based only on information currently available to the Company and speaks only as of the date of this presentation. The Company disclaims any obligation to update any forward-looking statement or to announce publicly the results of any revisions to any forward-looking statement to reflect future events or developments except as required by law.

EXECUTIVE SUMMARY

Medicine Man Technologies (OTC Ticker: "MDCL") is positioned to be one of the largest vertically integrated operators in the country based on revenue and establishing a platform to lead the consolidation and growth of cannabis in the U.S.

- Created a best-in-class management team in the cannabis industry bringing Fortune 500 backgrounds and M&A and integration expertise primed to buy, integrate and synergize the portfolio of assets with a deep bench of cannabis entrepreneurs
- MDCL's acquisition strategy is projected to result in a combined pro forma financial and operational footprint to make MDCL one of the largest cannabis operators in the U.S.
 - 2019 Consolidated Revenue⁽¹⁾ of \$170MM and EBITDA of 20% - 30%
 - 34 dispensaries totaling 67K sq. ft.
 - 13 cultivations producing > 50 tons / 100,000 lbs. of cannabis annually
 - 5 product manufacturers with more than 100 flower and non-flower products across leading growth categories

(1) Revenue after elimination of \$26.1 million of intercompany revenue. PCAOB / Quality of Earnings audits currently underway, anticipated for completion April 2020

KEY HIGHLIGHTS

Medicine Man Technologies has many points of differentiation

1

Best-in-Class Management Team

2

Hypergrowth Industry With Growth Trajectory Starting From Market Leading Position In Colorado

3

Great Expertise In Retail, Manufacturing, Brand Development, and Product Development

4

This Team Has Done it Before: Buying, Integrating And Synergizing Assets in Other Industries Which Delivered Outsized Shareholder Returns

BEST-IN-CLASS MANAGEMENT TEAM

Medicine Man Technologies has a best-in-class management team with premier operational practices, combining cannabis expertise with large-cap Fortune 500 executives, expects to position the Company for revenue enhancements, increased profitability and immediate actionable growth



Justin Dye, Chief Executive Officer and Chairman: 25+ years of experience in private equity, general management, operations, corporate finance and M&A. He led the growth of Albertsons from ~\$10Bn to over ~\$60Bn in sales with over 2,300 stores and 285,000 employees, creating one of the largest privately held companies in the U.S.



Shane Sampson, Chief Marketing and Merchandising Officer: 35+ years experience building iconic brands and leading innovative marketing and merchandising programs; expertise spans operations, product merchandising and procurement, eCommerce and branding. He has scaled and led a \$12Bn private label products company.



Bob DeGabrielle, Chief Operating Officer: Among the trailblazers in the legal cannabis space, Bob is a founding member of the Cannabis Trade Association and owner and operator of Los Sueños Farms, one of the largest outdoor sustainable cultivations in the U.S.



Rob Holmes, SVP Real Estate: Founder of Roots Rx in 2014, a seed-to-sale cannabis operator in Colorado's resort region, he brings 35+ years of experience in finance, risk management and real estate at Salomon Brothers, Lehman Brothers and Greenwich Capital.



Nancy Huber, Chief Financial Officer: Successful track record with 30+ years of experience managing public enterprises and overseeing multifunctional management. As CFO of a CPG company, she oversaw improvements in revenue, margins and EBITDA. Nancy received her MBA from Kellogg School of Management.



Nirup Krishnamurthy, Chief Integration and Information Officer: Dye Capital Partner carrying 25+ years of experience in innovation, technology, restructuring and M&A in Fortune 500 companies, holding executive roles at United Airlines, Northern Trust Bank and A&P Supermarkets. Nirup holds a PhD in Industrial Engineering from SUNY.



Dan Pabon, General Counsel and Government Relations: Experienced former Colorado State Representative who was instrumental in the passing and writing of cannabis laws in Colorado. Dan has 15+ years of expertise in emerging regulatory systems, legal research and legislative relations.



Steve Miller, SVP Real Estate: Consultant to Roots Rx since 2014. Brings 35+ years of experience at Credit Suisse and Greenwich Capital where he focused on mortgage securities and asset backed products. Steve's expertise also lies in small entrepreneurial firms with both public and private investments.



BEST-IN-CLASS MANAGEMENT TEAM

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Lee A. Dayton, Jr, Chief Investment Officer: 25 years of experience in investment banking and corporate development. More recently, he served as VP of Corporate Development and Strategy at Albertsons Companies, focused on high growth customer-focused technologies. Prior to that, Lee worked as an investment banker at UBS, Morgan Stanley and Citigroup. Lee received an MBA from Kellogg School of Management.



Todd Williams, Chief Strategy Officer: 24 years of consulting, strategy, asset valuation and M&A experience. In his most recent role at Albertsons Companies, he managed the acquisition of over 1,600 operating grocery stores with ~\$40Bn in sales and \$10 billion in transaction value and was also responsible for divesting 168 stores with over \$3Bn in sales.



Shelle Cleveland, Chief Human Resources Officer: 25 years of experience in leading and creating meaningful change in high performance organizations. Shelle has collaborated with leaders across a wide spectrum at General Electric. From CEOs and C-suite executives to mid-level and future leaders, Shelle uses her diverse background to instill change. Shelle received an MBA from Kellogg School of Management.



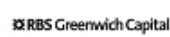
Jim Parco, President of Manufacturing: In 2014, Jim Parco founded Mesa Organics (Purplebee's) which is a leading Colorado extractor and manufacturer, as well as producer of cannabis products for some of the leading edible companies across the state. Prior to that, Jim served two decades of active duty in the Air Force and was a tenured full professor of economics and business for nine years at Colorado College. Jim holds his PhD from University of Arizona.



Joshua Haupt, Chief Cultivation Officer: Joshua Haupt, recognized as the "Steve Jobs of cannabis cultivation," has been recognized for his innovative growing technique and entrepreneurship in the Cannabis industry. Josh perfected his growing methodology and is now the Chief Cultivation Officer at Medicine Man Technologies, author of Three A Light™, founder of Success Nutrients™ and owner of Super Farm.



Brian Ruden, Board of Directors: Since 2010, Brian Ruden has owned and operated cannabis businesses under the Starbuds brand. Under his leadership, Starbuds has become one of the most recognized and successful retail cannabis operations in North America. In 2014, Brian founded Starbuds Consulting, a consulting company providing strategic advice to start-up cannabis operations.



HYPERGROWTH INDUSTRY WITH GROWTH TRAJECTORY STARTING FROM MARKET LEADING POSITION IN COLORADO

We believe Colorado is an attractive geography to start our story, where many market participants are sophisticated, profitable and have weathered the boom and bust economic cycle of early cannabis

Highlights

- CO is the 2nd largest U.S. cannabis market and continues to grow: \$1.6Bn of revenue today, with anticipated growth to ~\$1.9Bn by 2022⁽¹⁾
- \$12.9Bn revenue U.S. market today, projected to nearly double by 2022 to \$23.5Bn⁽¹⁾
- 11 states have legalized recreational cannabis, 33 states legalized medical cannabis and 47 states legalized low THC
- Many experts believe the U.S. Government will ease restrictions on States' Rights to legalize cannabis, including clarification on States Act, banking laws and/or outright legalization, but clearly no guarantees

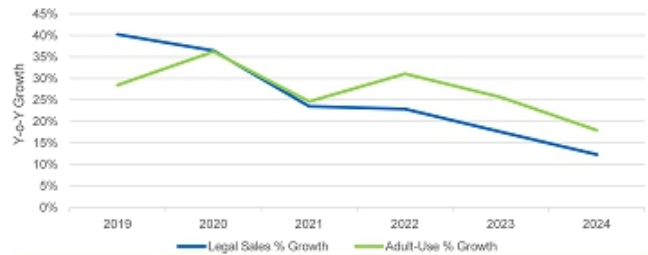
U.S. Cannabis Revenues Estimated to Nearly Double by 2022⁽¹⁾

State	2019E	2020E	2021E	2022E
CA	\$3.10Bn	\$3.78Bn	\$4.57Bn	\$5.62Bn
CO	\$1.62Bn	\$1.70Bn	\$1.78Bn	\$1.87Bn
FL	\$978MM	\$1.22Bn	\$1.44Bn	\$1.62Bn
MI	\$1.0Bn	\$1.21Bn	\$1.30Bn	\$1.35Bn
AZ	\$705MM	\$804MM	\$965MM	\$1.16Bn
Other	\$5.51Bn	\$7.64Bn	\$9.56Bn	\$11.90Bn
Total	\$12.91Bn	\$16.35Bn	\$19.62Bn	\$23.52Bn

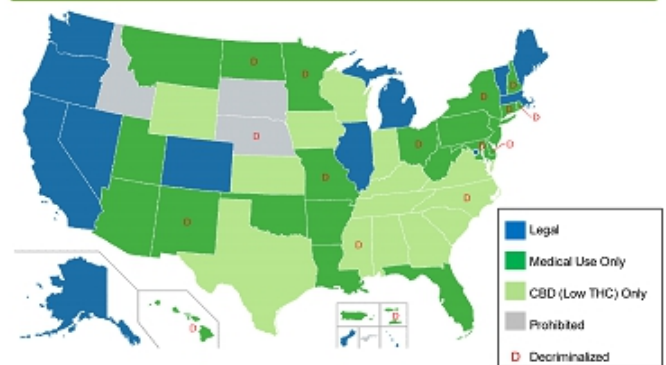
Source: (1) BDS Analytics – for use by Medicine Man Technologies only

Adult-Use Sales to Grow ~27% Y-o-Y from 2019 to 2024⁽¹⁾

Legal sales as percentage of total market (includes illicit) is expected to grow from 18% in 2019 to 45% in 2024 supported by growth in adult-use market from 10% to 30% of total market



Legalization Momentum Continues to Expand



MARKET-LEADING POSITION IN COLORADO

MDCL has a unique opportunity to lead the Colorado market, with a significant advantage in terms of the scale, operational excellence, and attractive asset base

Market-Leading Position

#1	#1 dispensary operator (measured by store count) in CO, with 34 operating locations
#1	#1 in retail cultivation sites in CO – nearly double the next closest competitor
#1	#1 brand portfolio in CO with award winning brands with penetration across multiple key product categories

Synergy opportunities should further accelerate MDCL's leading positions in the marketplace

Retail Dispensaries in Colorado⁽¹⁾

#	Company	# of Sites	% of Total
1	MDCL Pro Forma ⁽³⁾	34	6%
2	The Green Solution	22	4%
3	Native Roots	15	3%
4	Green Dragon	14	2%
5	LivWell	13	2%
	Other	474	83%
	Total	572	100%

(1) CO Marijuana Enforcement Division 12/01/2019

(2) BDS Analytics – for use by Medicine Man Technologies only

Non-Flower Products⁽²⁾ (\$ and units in thousands)

#	Banner	Est. FY'19 Retail Sales	Est. FY'19 Units	Est. Avg. Retail Price	# of MIPs
1	Competitor #1	\$63,972	3,244	\$19.72	1
2	MDCL Pro Forma ⁽³⁾ (4)	46,531	2,620	\$17.76	5
3	Competitor #2	35,222	923	\$38.16	1
4	Competitor #3	24,847	775	\$32.06	2
5	Competitor #4	23,685	817	\$28.99	1
	Other	1,578,517	226,473	\$6.97	
	Total	\$1,772,774	234,832	\$7.55	

Retail Cultivations in Colorado⁽¹⁾

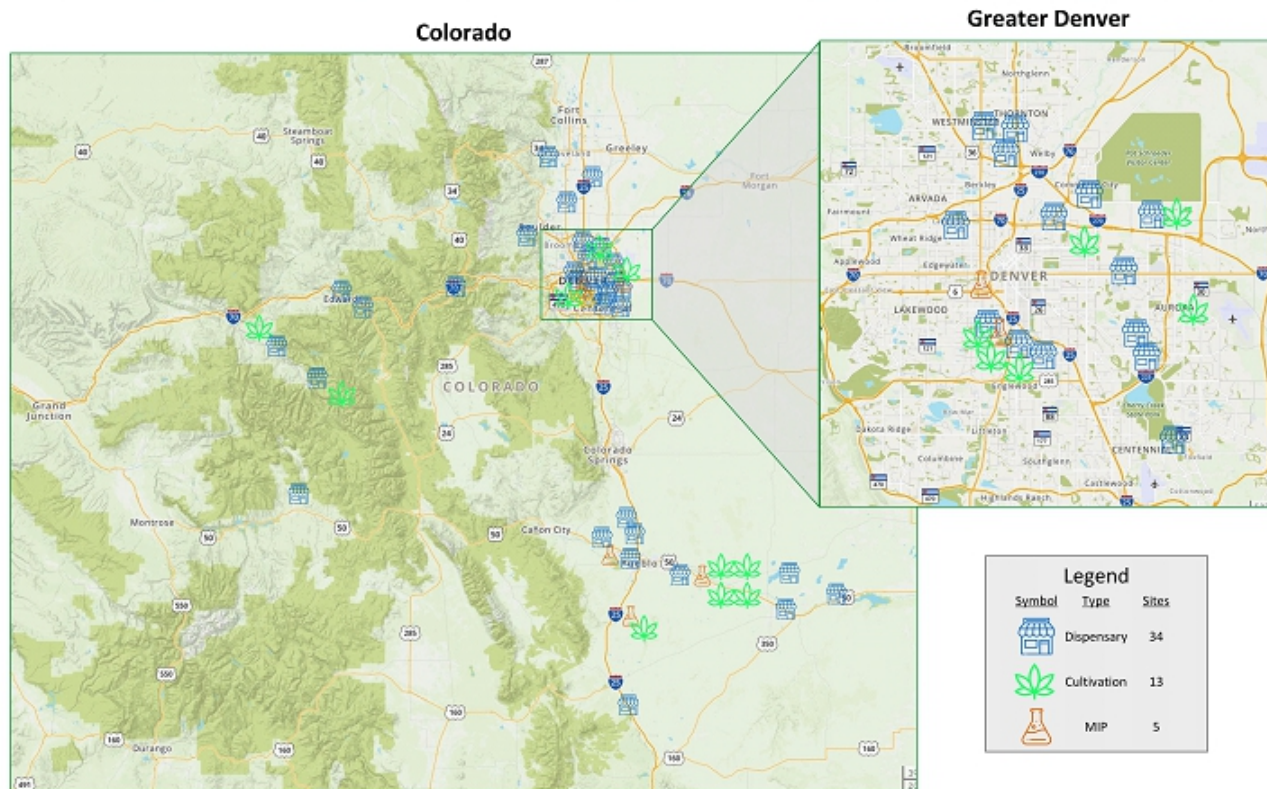
#	Company	# of Sites	% of Total
1	MDCL Pro Forma ⁽³⁾	13	2%
2	Rocky Mountain Tillage	7	1%
3	Rocky Mountain Remedies	5	1%
4	LivWell	4	1%
5	Lightshade	4	1%
	Other	630	92%
	Total	663	100%

(3) After completion of proposed acquisitions

(4) Excludes business-to-business sales

POST-CONSOLIDATION FOOTPRINT

Consolidated operations are expected to result in 34 dispensaries, 13 cultivations and 5 manufacturing sites (6 manufacturing licenses)



ORGANIC GROWTH PLAYBOOK ENABLES MULTISTATE EXPANSION

Business model is transferable and enables roll out for multistate expansion

RETAIL



NEW STORES

- > Fill-In Acquisitions
- > Distressed Asset Acquisition
- > New Geographies with Legislative Changes
- > New Formats and Lounges

MERCHANDISING

- > New Products
- > Data-Driven Category Management
- > Pricing and Promotion
- > Placement and Presentation

OPERATING CONDITION

- > Out of Stocks
- > Suggestive Sales Methodology and Training
- > Inventory Management
- > Full Merchandising, Fresh Looking Products, Friendly Staff, Clean Facilities

eCOMM (coming soon...)

WHOLESALE



LEVERAGE BEST PRACTICES

- > Upgrade Sales Organization
- > Account Convergence and Management
- > Sales Incentive Practices
- > Cross-Sell Products into Underpenetrated Accounts

SIMPLIFY VENDOR MANAGEMENT

- > One Point of Contact for Dispensary Customers
- > Rigorous Coordination between Sales Staff, Marketing and Supply Chain

NEW PRODUCTS

- > B2B: Grow Flower, Trim and Oil
- > New Product Roadmap To Meet Future Customer Wants & Needs
- > Grow Medical Cultivation Capacity

SERVICES



NEW CHANNELS

- > Success Nutrients (plant nutrient line)
- > Big Tomato (grow supplies)
- > Three-A-Light (cultivation IP)

NEW STATES

- > Target Key States for Consulting Services Unit Tied to Partnerships and Acquisition Pipeline

NEW OFFERINGS

- > Add Manufacturing Suite
- > Add New Pricing Tiers to Suite of Services
- > Facility and Equipment Design
- > Mechanical, Electrical and Plumbing Engineering Services and Procurement

CUSTOMER-CENTRIC RETAILING

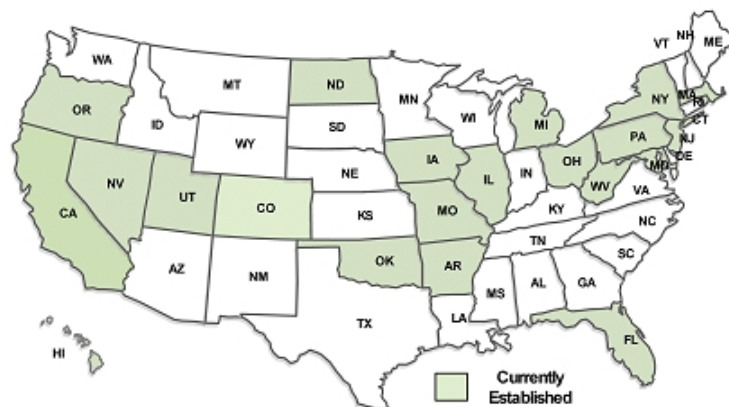
Our DNA is a purpose-driven value system which supports the health, wellbeing and happiness of its customers. Data driven customer-centric thinking drives company operations and innovation. MDCL will deliver what the customers want – where, when and how they want it



CONSULTING IS A KEY ENABLER OF GROWTH

Through its consulting practice, MDCL has deep front line understanding of national product and retail experience trends. MDCL can also leverage its deep relationships to pursue partnerships and acquisitions

- MDCL has established itself as one of the leading cannabis consultants in the country, providing services along the full range of cannabis operations, including licensing, design, engineering, and retail and cultivation operating best practices
- Strong ties with cannabis operators in 22 states
- Allows insights into market dynamics and state cannabis regulations and procedures
- Enables the Company to identify partnership and attractive acquisition targets



M&A AND INTEGRATION EXPERTISE

Led by Justin Dye and critical members of the previous Albertsons' management team, Medicine Man Technologies believes it is uniquely positioned with experienced management and acquisition capabilities to grow the Company to become a global cannabis leader



- Dye and his team transformed Albertsons into the leader in the U.S. supermarket industry
 - Pursuing a highly successful acquisition strategy
 - Instituting best-in-class operating procedures in a low margin business
 - Achieving unprecedented company growth
- Scaling the company from ~\$10Bn to ~\$60Bn revenue over a three-year period
- MDCL plans to implement a similar growth strategy through acquisitions in the cannabis industry
- MDCL's team has done this before: buying, integrating and synergizing assets in other industries, which delivered outsized shareholder returns

This Team Has Done This Before...

...With History of Outperforming Announced Synergy Targets

Executive	Former Role at Fortune 500 Companies	Current Role at MDCL
Justin Dye	<ul style="list-style-type: none"> • COO and CAO • Head of Integration 	<ul style="list-style-type: none"> • Chairman and CEO
Shane Sampson	<ul style="list-style-type: none"> • CMMO • Head of Revenue Synergies 	<ul style="list-style-type: none"> • CMMO • Head of Revenue Synergies
Todd Williams	<ul style="list-style-type: none"> • VP, Corporate Development • M&A Leader 	<ul style="list-style-type: none"> • Chief Strategy Officer • M&A and Investment Committee Co-Leader
Nirup Krishnamurthy	<ul style="list-style-type: none"> • CIO at United Airlines 	<ul style="list-style-type: none"> • Chief Integration and Information Officer • IMO and ERP Lead



Synergies Planned At Announcement:
\$800MM

2018 Run-Rate:
\$823MM

Source: https://www.rhead.com/documents/45609410/73421892/2018-05-15_-_Rite_Aid_Albertsons_Analyst_Day_Presentation.pptf1933e8-b4a9-97a6-50be-ec002034857d

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THANK YOU!



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