

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): December 10, 2019

**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:**

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange On Which Registered</u> |
|----------------------------|--------------------------|--|
| 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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws.**

On December 10, 2019, the shareholders of Medicine Man Technologies, Inc. (the “Company”) approved an amendment to the Company’s Articles of Incorporation, as amended, increasing the number of authorized shares of common stock from 90,000,000 shares to 250,000,000 shares. The Articles of Incorporation was amended by replacing Section 3 thereof in its entirety with the following:

“The Corporation is authorized to issue two classes of shares, designated “Preferred Stock” and “Common Stock.” The number of shares of Preferred Stock authorized is 10,000,000, par value \$0.001 per share and the number of shares of Common Stock authorized is 250,000,000, par value \$0.001 per share.

The Preferred Stock may be divided into such number of series as the Corporation’s Board may determine. The Board is authorized to determine and alter the rights, preferences, privileges and restrictions granted and imposed upon any wholly unissued series of Preferred Stock, and to fix the number and designation of shares of any series of Preferred Stock. The Board, within limits and restrictions stated in any resolution of the Board, originally fixing the number of shares constituting any series may increase or decrease, but not below the number of such series then outstanding, the shares of any subsequent series.”

The Certificate of Amendment of the Articles of Incorporation of the Company dated December 13, 2019, filed with the Secretary of State of Nevada, is attached to this report as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Shareholders on December 10, 2019. Each share of the Company’s common stock was entitled to one vote per share. A total of 32,997,292 shares of common stock representing 82.74% of the aggregate shares outstanding and eligible to vote and constituting a quorum were represented in person or by valid proxies at the annual meeting. The matters voted upon and the results of the vote are set forth below.

**Proposal 1: Election of Directors.**

Shareholders elected Robert DeGabrielle and Brian Ruden as Class A directors to serve for an initial term expiring at the Company 2020 annual meeting and thereafter serve for two year terms. In addition, shareholders elected Andrew Williams, Justin Dye and Leonardo Riera as Class B directors to serve for a two-year term expiring at the Company’s 2021 annual meeting. Paul Dickman did not stand for re-election.

| <b>Nominee</b>     | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------------|-----------------------|-------------------------|
| Andrew Williams    | 21,912,579       | 134,462               | 10,950,251              |
| Justin Dye         | 21,755,971       | 291,070               | 10,950,251              |
| Leonardo Riera     | 21,751,899       | 295,142               | 10,950,251              |
| Robert DeGabrielle | 21,832,640       | 214,401               | 10,950,251              |
| Brian Ruden        | 21,819,123       | 227,918               | 10,950,251              |

**Proposal 2: Ratification of Appointment of Independent Auditors.**

Shareholders approved the ratification of the appointment of BF Borgers CPA PC as the Company's independent registered public accounting firm for the year ending December 31, 2019.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 32,795,201 | 62,735         | 139,356            | N/A                     |

**Proposal 3: Approval of Amendment to Company's 2017 Equity Incentive Plan**

The shareholders approved the Amendment to the Company's 2017 Equity Incentive Plan to increase the number of shares of common stock that may be issued thereunder to 18,500,000.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 21,516,642 | 440,112        | 90,287             | 10,950,251              |

**Proposal 4: Approval of Amendment to Company's Articles of Incorporation**

As noted above, the shareholders approved the Amendment to the Company's Articles of Incorporation to increase the total number of shares of authorized common stock to 250,000,000 shares from 90,000,000.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 30,104,664 | 2,260,812      | 631,816            | N/A                     |

On December 16, 2019, the Company issued a press release announcing the election of Brain Ruden to its Board of Directors.

A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <a href="#">Certificate of Amendment to Articles of Incorporation dated December 10, 2019</a> |
| 10.1               | <a href="#">Amendment to 2017 Equity Incentive Plan</a>                                       |
| 99.1               | <a href="#">Press Release dated December 16, 2019</a>   |

**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: December 16, 2019

|  |                                    |
|--|------------------------------------|
| Filed in the Office of<br><i>Barbara K. Cegavske</i> | Business Number<br>E0149142014-4   |
| Secretary of State<br>State Of Nevada                | Filing Number<br>20190351575       |
|  | Filed On<br>12/13/2019 12:50:00 PM |
|  | Number of Pages<br>3               |



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

|   |   |
|---|---|
| <b>1. Entity information:</b>   | Name of entity as on file with the Nevada Secretary of State:<br><input type="text" value="Medicine Man Technologies, Inc."/><br>Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20141198339"/>   |
| <b>2. Restated or Amended and Restated Articles:</b><br>(Select one)<br><small>(If amending and restating only, complete section 1, 2, 3, 5 and 6.)</small> | <input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles<br><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/><br>The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.<br><input type="checkbox"/> Amended and Restated Articles<br>* Restated or Amended and Restated Articles must be included with this filing type.  |
| <b>3. Type of Amendment Filing Being Completed:</b><br>(Select only one box)<br><small>(If amending, complete section 1, 3, 5 and 6.)</small>               | <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)<br>The undersigned declare that they constitute at least two-thirds of the following:<br>(Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors<br>The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued.<br><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)<br>The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="75.49%"/><br><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -<br>Name in home state, if using a modified name in Nevada: <input type="text"/><br>Jurisdiction of formation: <input type="text"/><br>Changes to takes the following effect:<br><input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution<br><input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger<br><input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion<br><input type="checkbox"/> Other, (specify changes) <input type="text"/><br>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation. |

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Profit Corporation:**

**Certificate of Amendment** (PuRsuANrrs NRs 18.380 & 18.385178.390)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PuRsuANrrs NRs 78.4a3)  
**Officer's Statement** (PuRsuANrrs NRs 8a.03d)

Date: [ ] Time: [ ]  
 (must not be later than 90 days after the certificate is filed)

**4. Effective Date and Time:** (Optional)

**5. Information Being Changed:** (Domestic corporations only)

- Changes to takes the following effect:
- The entity name has been amended.
  - The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
  - The purpose of the entity has been amended.
  - The authorized shares have been amended.
  - The directors, managers or general partners have been amended.
  - IRS tax language has been added.
  - Articles have been added.
  - Articles have been deleted.
  - Other.

The articles have been amended as follows: (provide a tick number if available).  
 Article 3 has been amended - See attached Annex A  
 (attach additional page(s) if necessary)

**6. Signature:** (Required)

X Daniel R. P... General Counsel  
 Signature of Officer or Authorized Signer Title  
 X \_\_\_\_\_  
 Signature of Officer or Authorized Signer Title

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:  
 (attach additional page(s) if necessary)

This form must be accompanied by appropriate fees.

Page 2 of 2  
 Revised: 1/1/2019

**Annex A**

**Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

**MEDICINE MAN TECHNOLOGIES, INC.**

Article 3 of the Corporation's Articles of Incorporation is hereby amended to provide as follows:

The Corporation is authorized to issue two classes of shares, designated "Preferred Stock" and "Common Stock." The number of shares of Preferred Stock authorized is 10,000,000, par value \$0.001 and the number of shares of Common Stock authorized 250,000,000, par value \$0.001.

The preferred Stock may be divided into such number of series as the Board may determine.

The Board is authorized to determine and alter the right, preferences, privileges and restrictions granted and imposed upon any wholly unissued series of Preferred Stock, and to fix the number and designation of shares of any series of Preferred Stock. The Board, within limits and restrictions stated in any resolution of the Board, originally fixing the number of shares constituting any series may increase or decrease, but not below the number of such series then outstanding, the shares of any subsequent series.

SECRETARY OF STATE



**NEVADA STATE BUSINESS LICENSE**

**MEDICINE MAN TECHNOLOGIES, INC.**

**Nevada Business Identification # NV20141198339**

**Expiration Date: 03/31/2020**

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.

**License must be cancelled on or before its expiration date if business activity ceases. Failure to do so will result in late fees or penalties which, by law, cannot be waived.**



Certificate Number: B20191213439180

You may verify this certificate  
online at <http://www.nvsos.gov>

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed the Great Seal of State, at my  
office on 12/13/2019.

BARBARA K. CEGAVSKE  
Secretary of State



## Amendment to 2017 Equity Incentive Plan

Section 5(A) of the Medicine Man Technologies, Inc. 2017 Equity Incentive Plan (the "Plan") is hereby amended to read in its entirety as follows:

**5. COMMON STOCK SUBJECT TO PLAN**

A. Share Reserve and Limitations on Grants. The maximum aggregate number of shares of Common Stock that may be (i) issued under this Plan pursuant to the exercise of Options (without regard to whether payment on exercise of the Stock Option is made in cash or shares of Common Stock) and (ii) issued pursuant to Stock Awards, shall be 18,500,000 shares in the aggregate. The number of shares of Common Stock subject to the Plan shall be subject to adjustment as provided in Section 9. Notwithstanding any provision hereto to the contrary, shares subject to the Plan shall include shares forfeited in a prior year as provided herein. For purposes of determining the number of shares of Common Stock available under this Plan, shares of Common Stock withheld by the Corporation to satisfy applicable tax withholding obligations pursuant to Section 10 of this Plan shall be deemed issued under this Plan. No single participant may receive more than 25% of the total Options awarded in any single year.

Except as stated above, all terms and conditions of the Plan shall remain in full force and effect.

**Medicine Man Technologies Announces Appointment of Brian Ruden, Founder of the Starbuds Chain of Dispensaries, to its Board of Directors**

*Cannabis entrepreneur and multi-state operator joins Board to continue strengthening the Company's leadership*

DENVER, Dec. 16, 2019 /PRNewswire/ -- Medicine Man Technologies Inc. (OTCQX: MDCL) (the "Company") announced the election of Brian Ruden to its Board of Directors. Ruden is the co-founder and CEO of the Starbuds chain of dispensaries and a recognized business leader in the cannabis community with extensive regulated cannabis knowledge and expertise.

"Brian joins our Board at the forefront of the Company's next stage of growth," said Justin Dye, Chief Executive Officer of Medicine Man Technologies. "As the co-founder and CEO of Starbuds, one of our announced pending acquisitions, Brian is an innovator in the cannabis industry and has demonstrated a successful track record in the national rollout and global expansion of its dispensaries. His experience as an entrepreneur, a lawyer, and a recognized leader will be invaluable to the Company, our employees, our customers and shareholders."

Since 2010, Ruden has owned and operated cannabis businesses under the Starbuds brand. He has grown this brand into multi-state operations including Colorado, Hawaii, Louisiana, Maryland, Massachusetts, Oklahoma, Washington D.C., and international markets. Under his leadership, Starbuds has become one of the most recognized and successful retail cannabis operations in North America. In 2014, Ruden founded Starbuds Consulting, a consulting company which provides strategic advice to start-up cannabis operations. Ruden received his law degree from the University of Denver, Sturm College of Law, and before entering the cannabis industry, he was a tax attorney in Colorado.

"Medicine Man Technologies is a leader in the cannabis industry," said Brian Ruden. "I am excited to bring my experience in creating and growing cannabis operations and look forward to working with the leadership team and the other pioneering entrepreneurs that are slated to join the Medicine Man Technologies team. My goal is to bring a focus on operational excellence, offer a depth and breadth of cannabis products that consumers will enjoy, and drive top and bottom-line growth during this critical time in the Company's evolution."

Mr. Ruden will serve along with the other four directors, Justin Dye, Executive Chairman and Chief Executive Officer of the Company, Andy Williams, Vice-Chair and President of the Company, Bob DeGabrielle Chief Operating Officer of the Company, and Leo Riera, partner at Dye Capital & Company.

For more information about Medicine Man Technologies, please visit <https://www.MedicineManTechnologies.com/>.

**About Medicine Man Technologies**

Denver, Colorado-based Medicine Man Technologies (OTCQX: MDCL) is a rapidly growing provider of cannabis consulting services, nutrients, and supplies. The Company's client portfolio includes active and past clients throughout the cannabis industry in 20 states and seven countries. The Company has entered into agreements to become one of the largest vertically integrated seed-to-sale operators in the global cannabis industry. Current agreements will enable Medicine Man Technologies to offer cultivation, extraction, distribution and retail pharma-grade products. Management includes decades of cannabis experience, a unique combination of first movers in industrial cannabis and proven Fortune 500 corporate executives.

## Forward-Looking Statements

This press release contains "forward-looking statements." Such statements may be preceded by the words "intends," "may," "will," "plans," "expects," "anticipates," "projects," "predicts," "estimates," "aims," "believes," "hopes," "potential," or similar words. Forward-looking statements are not guarantees of future performance, are based on certain assumptions, and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company's control and cannot be predicted or quantified. Consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) our inability to manufacture our products and product candidates on a commercial scale on our own or in collaboration with third parties; (ii) difficulties in obtaining financing on commercially reasonable terms; (iii) changes in the size and nature of our competition; (iv) loss of one or more key executives or scientists; and (v) difficulties in securing regulatory approval to market our products and product candidates. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the Securities and Exchange Commission (SEC), including the Company's Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC's website at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

### Contact:

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303-371-0387  
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