

UNITED STATES  
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): **August 15, 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)

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 (see General Instruction A.2. below):

- 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 1.01 Entry into a Material Definitive Agreement.**

On August 15, 2019 (the “Execution Date”), Medicine Man Technologies (the “Company”), a Nevada corporation, entered into a binding term sheet (the “Term Sheet”) with an edible and extract company (the “Seller”) setting forth the terms of the acquisition by the Company of 100% of the capital stock and assets of the Seller (the “Acquisition”).

As consideration, the Company shall pay a total purchase price of \$17,250,000 (the “Purchase Price”) consisting of \$3,450,000 cash and 4,677,967 shares of its common stock, par value \$0.001 per share. The 4,677,967 shares was determined by averaging the closing price of Company’s common stock for the five (5) days prior to August 8, 2019, which equated to \$2.95 per share.

The Purchase Price is predicated on projected 2019 gross revenues of the Seller. The Purchase Price will be adjusted to reflect the actual 2019 gross revenues on a date and method mutually agreed upon by the Company and Seller and shall be memorialized in the Long-Form Agreement (as defined below). However, no adjustment in the Purchase Price will be made if the variation between Seller’s actual and projected 2019 sales is greater than or equal to ten percent (10%), assuming that the EBITDA margin is also kept at or above fifteen percent (15%). The Purchase Price will be payable at the closing, with certain trading restrictions on the stock, to be defined in the Long-Form Agreement. In addition, claw-back language for fifteen percent (15%) of the shares will also be included in the Long-Form Agreement.

The obligations of the Company and Seller under the Term Sheet are conditioned upon the satisfaction or mutual waiver of certain closing conditions (the “Conditions”), including the following:

- i. regulatory approval relating to all applicable filings and expiration or early termination of any applicable waiting periods;
- ii. regulatory approval of the Marijuana Enforcement Division and applicable local licensing authority approval;
- iii. receipt of all material necessary, third party, consents and approvals;
- iv. each party’s compliance in all material respects with the respective obligations under the Term Sheet;
- v. a tax structure that is satisfactory to both the Company and Seller;
- vi. the execution of property leases (including, but not limited to, first right of refusals for the acquisition of the underlying real estate when applicable, in market terms); and
- vii. the execution of employment agreements mutually acceptable to each party.

The Term Sheet contemplates the parties entering into a long-form agreement and other ancillary documents to memorialize the Acquisition (the “Long-Form Agreement”) upon the conclusion of all standard legal and business due diligence. In the event the Long-Form Agreement is not agreed to within one year of the Execution Date and all of the Conditions are either satisfied or waived, the Acquisition shall be consummated and governed by the terms of the Term Sheet.

On August 19, 2019, the Company issued a press release with respect to the foregoing, a copy of which is attached hereto as Exhibit 99.1.

### **Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 19, 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 thereunto duly authorized.

Medicine Man Technologies, Inc.

Date: August 20, 2019

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

## Medicine Man Technologies to Acquire One of Colorado's Top Award-Winning and Best-Selling Edible Producers

- *Strengthens Company's portfolio with the manufacturers of leading high-quality, crafted cannabis edibles and extracts*
- *Continues to establish itself as a vertically integrated operator with the latest acquisition announcement*
- *Gains access in close to 600 Colorado dispensaries through the numerous award-winning products already distributed by the manufacturer*

DENVER, August 19, 2019 /PRNewswire/ -- Medicine Man Technologies, Inc. (OTCQX: MDCL) ("Medicine Man Technologies" or the "Company"), today announced the entry into a binding term sheet to acquire one of Colorado's most well-known edible and extracts companies.

Upon completion, the acquisition will expand Medicine Man Technologies' portfolio to now include one of the state's largest manufacturers of a nationwide, reputable lifestyle brand that has an extensive line of cannabis-infused extracts, edibles, and other wellness products. Terms of the transaction consist of shares of common stock and cash valued at approximately \$17.25 million, or 1.25x anticipated annual revenue of \$13.8 million. The acquisition is expected to close by the first half of 2020. The terms can also be referenced in the 8-K, which outlines the closing conditions and are conditioned upon the satisfaction or mutual waiver of certain conditions, including regulatory approval.

"This agreement will bring the manufacturer of numerous award-winning cannabis edibles and extracts under our umbrella, with existing distribution in close to 600 Colorado-based dispensaries," said Andy Williams, Co-Founder and Chief Executive Officer of Medicine Man Technologies. "These manufacturers are the creators of branded products that are market segment leaders and have won numerous awards in a multitude of categories and will further establish our leadership in Colorado. Reaching critical economies of scale, while offering depth and breadth in all cannabis product segments, is incredibly important for our business model. This acquisition, along with the others currently pending, will undoubtedly get us closer to building a vertically integrated, leading operator in Colorado. We are excited about the numerous cross-selling opportunities. This transaction will allow our products to access the massive retail reach this cannabis manufacturer already enjoys. It is our laser-focus and commitment to becoming the region's largest producer and supplier of cannabis and cannabis products. With each acquisition, we add key industry pioneers with a similar vision and vital experience that will ultimately prove compelling to our success."

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 in 20 states and 7 countries throughout the cannabis industry. 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 internationally. The Company's intellectual property includes the ""Three A Light"" methodology for cannabis cultivation and pending acquisition candidate MedPharm's GMP-certified facility, which has the first cannabis research license to conduct clinical trials in the United States. 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" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. 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 neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our 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 our control. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) regulatory limitations on our products and services; (ii) our ability to complete and integrate acquisitions; (iii) general industry and economic conditions; and (iv) our ability to access adequate financing on terms and conditions that are acceptable to us, as well as other risks identified in our filings with the SEC. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

### Investor Relations Contact:

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