

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): **September 2, 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)

**N/A**

(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**

Not applicable

**Trading  
Symbol(s)**

Not applicable

**Name of each exchange on which registered**

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 September 5, 2019 (the “Execution Date”), Medicine Man Technologies (the “Company”), a Nevada corporation, entered into a binding term sheet dated September 2, 2019 (the “Term Sheet”) with RSFCG, LLC, RFSCA LLC, RFSCB, LLC, RFSCEV, LLC, RFSCED LLC, RFSCLV, LLC, RFSCG-1 LLC, and RFSCLVG LLC, which entities operate under the name RootsRX (collectively, the “Targets”) pursuant to which the Company will purchase the membership interests of the Targets (the “Acquisition”).

As consideration, the Company shall pay a total purchase price of \$15,000,000 (the “Purchase Price”) consisting of \$9,750,000 in cash (\$2,250,000 of which is payable over a period of twelve months after the closing as set forth in the Term Sheet) and 1,779,661 shares of its common stock, par value \$0.001 per share. The 1,779,661 shares was determined by averaging the closing price of Company’s common stock for the five (5) days prior to August 29, 2019, which equated to \$2.95 per share. A portion of the stock consideration will be subject to certain trading restrictions in the first year after issuance, to be defined in the Long-Form Agreement, as defined below. In addition, claw-back language for twenty percent (20%) of the stock consideration will also be included in the Long-Form Agreement, as defined below. The Purchase Price is predicated on Targets’ projected annual gross revenues at existing stores and facility, with an EBITDA margin of no less than 17.5%, and may be subject to adjustment in certain instances as outlined in the Term Sheet.

The Term Sheet provides for a closing on or before May 31, 2020, unless the parties agree to an extension.

The obligations of the Company and Targets under the Term Sheet and the Long-Form Agreement (as defined below), as applicable, are conditioned upon the satisfaction or mutual waiver of certain closing conditions (the “Conditions”) on or before May 31, 2020 or unless the parties agree to a mutual extension, 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 Targets;
- vi. the execution of leases (at cannabis industry market prices) with right of first offer to purchase the real property; and
- vii. the execution of employment agreements that are mutually acceptable to each party.

The Term Sheet may be terminated by the Targets if the Company fails to raise sufficient funding to effect on or before April 15, 2020, to effect the closing.

The Term Sheet also contemplates the entry into an employment agreement with Robert Holmes, the sole owner of the Targets.

Under the terms of the Term Sheet, the Company and the Targets agreed to mutual indemnification upon the terms and conditions outlined therein.

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 on or before May 31, 2020 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 September 6, 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 September 6, 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: September 6, 2019

By: /s/ Andrew Williams

Andrew Williams  
Chief Executive Officer

**Medicine Man Technologies Expands its Retail Capabilities with the Planned Acquisition of Roots Rx, a Highly Reputable Operator with Six Dispensaries and Cultivation Facilities**

- *Roots Rx is one of the top dispensary brands within Colorado, with high quality cannabis, ease of ordering features, knowledgeable budtenders, and a unique loyalty program*
- *This transaction will add an additional six dispensaries to the Company's retail footprint, bringing the total number of dispensaries to 23 upon closing of all pending acquisitions*
- *Roots Rx operates a large outdoor cultivation facility in Aspen that is recognized for its high-quality products and biomass*

DENVER, September 6, 2019 /PRNewswire/ -- Medicine Man Technologies, Inc. (OTCQX: MDCL) ("Medicine Man Technologies" or the "Company"), is pleased to announce its latest binding term sheet to acquire Roots Rx, a cannabis operator with six dispensaries located in the ski and mountain towns of Colorado. The Company will also acquire Roots Rx's outdoor cultivation facilities located outside of Aspen. This latest announcement comes on the heels of term sheets announced earlier this week to acquire a number of dispensaries, including retail locations using the Starbuds and Colorado Harvest Company brands and a series of independent dispensaries, which will bring the Company's total dispensary count to 23 upon the successful closing of all the pending acquisitions.

Under the terms of the transaction, Medicine Man Technologies will purchase Roots Rx for a total price of \$15 million, which will consist of \$7.5 million in cash, the issuance of 1,779,661 shares of its common stock at a price of \$2.95 per share, and a deferred cash payment of \$2.25 million to be made a year following the initial closing date. Based on year-to-date results, management expects these six dispensaries to generate over \$12 million in revenue in 2019 and in excess of \$2.1 million in EBITDA.

"We've been regionally focused on plans to increase our retail capacity and expand our presence, and this move is consistent with our intention to vertically integrate our grow, manufacturing, and state-wide retail facilities," stated Andy Williams, Co-Founder and Chief Executive Officer of Medicine Man Technologies. "We are especially excited to gain retail presence beyond the Denver metro area and into the mountainous and resort regions of the state through the Roots Rx locations. Medicine Man Technologies has built its foundation on aggregating a brain trust of the best and brightest pioneers of the industry. We are very pleased to welcome onto our team Robert Holmes and Steven Miller, two savvy and sophisticated operators, as well as their successful grow and retail stores. We feel that the combination of our businesses will result in operational synergies."

"We started our family of dispensaries with the same entrepreneurial spirit that Andy Williams and his team have used to build Medicine Man Technologies into a leading regional cannabis operator," commented Robert Holmes, Chief Executive Officer of Roots Rx. "Our consumers will benefit from the expanded product and brand offerings more readily available to us under the Medicine Man Technologies umbrella following our transaction closings. To be able to join the list of industry pioneers that will be involved at Medicine Man Technologies is a fantastic opportunity for all of us at Roots Rx. We look forward to starting this journey together."

The six dispensaries that will be acquired in this transaction are located in Aspen, Basalt, Eagle-Vail, Edwards, Leadville, and Gunnison. The terms of the transaction can also be referenced in the Company's 8-K, which outlines the closing conditions and are conditioned upon the satisfaction or mutual waiver of certain conditions, including regulatory approval.

For more information about Medicine Man Technologies, please visit <https://www.medicinemantechologies.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. Currently contemplated transactions subject to term sheets, if closed, will enable Medicine Man Technologies to offer cultivation, extraction, distribution and retail pharma-grade products internationally. The Company's intellectual property would include the "Three A Light" methodology for cannabis cultivation upon closing of 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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