

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): **June 6, 2019**

Medicine Man Technologies, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

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: none

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

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 June 6, 2019 (the “Execution Date”), Medicine Man Technologies (the “Company”), a Nevada corporation, entered into a binding term sheet (the “Term Sheet”) with the stockholders (the “Sellers”) of Green Equity S.A.S. (“Green Equity”), a Republic of Colombia simplified stock corporation, setting forth the terms of the acquisition by the Company of 100% of the capital stock and assets of Green Equity (the “Acquisition”). Green Equity, a company based in Bogota, Columbia, holds all four licenses in Columbia allowing it to grow, process, retail and export.

The terms of the Term Sheet are summarized as follows:

As consideration, the Company shall pay a total purchase price of \$5,400,000 (the “Purchase Price”) consisting of \$450,000 cash and 1,292,428 shares of its common stock, par value \$0.001 per share. The 1,292,428 shares was determined by using the closing price of Company’s common stock on the day prior to the Execution Date, which equated to \$3.83 per share.

The Term Sheet contemplates the parties entering into a share purchase agreement to effectuate the Acquisition. The obligations of the parties to close on the Acquisition are conditioned upon the satisfaction of certain conditions, including but not limited to:

- i. the absence of any governmental or judicial orders that prevent the Sellers from transferring their shares
- i. Green Equity amending a certain lease agreement to extend the lease term for at least an additional two years;
- ii. receipt of the requisite approvals to consummate the transaction
- ii. waiver of their right of first set forth in the bylaws of Green Equity; and
- iii. satisfactory completion of due diligence by the Company.

On June 12, 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.

Exhibit No.	Description
99.1	<u>Press Release dated June 12, 2019</u>

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: June 12, 2019

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

Medicine Man Technologies, Inc. Announces Strategic Expansion into Colombia with Binding Term Sheet to Acquire Green Equity S.A.S.

- *Acquisition will provide Company with international licenses and IP for cultivation, manufacturing, extraction, exportation, and R&D*
- *Deal marks Company's third pending M&A transaction this month as Medicine Man Technologies advances its strategy to become a global leader within the cannabis industry*

DENVER, June 12, 2019 /PRNewswire/ -- Medicine Man Technologies, Inc. (MDCL) ("Medicine Man Technologies" or "Company"), a rapidly growing, vertically integrated cannabis operator, today is pleased to announce that it has entered into binding term sheets to acquire 100% of the assets of Green Equity S.A.S. ("Green Equity"). The acquisition will provide Medicine Man Technologies with additional licenses and intellectual property (IP) for cultivation, manufacturing, extraction, exportation, and R&D, increasing its capabilities and service offerings to becoming a vertically integrated operator. The Company will combine its best-in-class cultivation methods with its access to Green Equity's 271-acre farm, located outside Bogotá.

"This pending acquisition secures our strategy for international growth, beginning with our entry into Colombia," said Mr. Andy Williams, Co-Founder and Chief Executive Officer of Medicine Man Technologies. "We have proven the success of our rollout in Colorado and have developed a world-class reputation that now is ripe with opportunities. We believe that our early entry into the market will allow us to further our goal of becoming a major global player in the cannabis industry and create tremendous value for our shareholders."

Medicine Man Technologies will pay \$5.4 million for Green Equity, consisting of \$450,000 in cash and 1,292,427 shares of common stock at \$3.83 per share. Following the Company's recent financing with Dye Capital & Company, Medicine Man Technologies has a strong balance sheet to support its growth initiatives.

The deal marks the Company's third transaction this month, underscoring its commitment to growing its footprint as an early mover within the dynamic cannabis space. Specifically, Medicine Man Technologies recently announced the pending acquisitions of Los Sueños, the largest cannabis farm and cultivation facility in North America, and a binding agreement with Purplebee's, a family-owned dispensary and major scale extractor of superior quality cannabis.

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

About Medicine Man Technologies

Medicine Man Technologies is a fully integrated operator in the cannabis industry, offering consulting, retail pharma-grade products, and turnkey solutions for cannabis cultivators for over a decade. Medicine Man Technologies is leveraging its expertise and intellectual property to vertically integrate retail, cultivation, formulation, and distribution operations. The Company's client portfolio includes active and past clients in 18 states and seven countries.

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 (v) 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.

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