
**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 2, 2025

CV SCIENCES, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-54677
(Commission File Number)

80-0944970
(IRS Employer
Identification No.)

9530 Padgett Street, Suite 107
San Diego, California
(Address of Principal Executive Offices)

92126
(Zip Code)

Registrant's Telephone Number, Including Area Code: (866) 290-2157

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
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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 5.07 Submission of Matters to a Vote of Security Holders

On June 2, 2025, CV Sciences, Inc. (the "Company") held the 2025 Annual Meeting in a virtual format. At the close of business on April 4, 2025, the record date for the 2025 Annual Meeting, there were 184,263,663 shares of common stock issued and outstanding, which constituted all of the outstanding capital stock of the Company.

At the 2025 Annual Meeting, 100,682,501 of the 184,263,663 outstanding shares of common stock entitled to vote, or approximately 54.6%, were represented by proxy at the meeting, and, therefore, a quorum was present. The proposals voted on at the 2025 Annual Meeting are more fully described in Proxy Statement, which is incorporated herein by reference.

The final voting results on the proposals presented for stockholder approval at the 2025 Annual Meeting were as follows:

Proposal 1 - Election of Directors

The Company's stockholders elected three directors, each to serve until the Company's next Annual Meeting of Stockholders or until his successor is duly elected and qualified, subject to prior death, resignation or removal, as set forth below:

NAME	FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
Dr. Jamie Corroon	17,035,995	2,022,683	16,914,582	64,709,241
Joseph Dowling	30,597,236	4,714,202	661,822	64,709,241
Bill McCorkle	32,887,813	2,101,673	983,774	64,709,241

Proposal 2 - Ratification of Selection of Independent Registered Public Accounting Firm

The Company's stockholders ratified Haskell & White LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025, as set forth below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
92,535,025	6,882,600	1,264,876	-

Proposal 3 - Advisory Vote to Approve Named Executive Officer Compensation

The Company's stockholders approved, on a non-binding advisory basis, the Company's named executive officer compensation, as set forth below:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
28,619,025	5,363,646	1,990,176	64,709,241

Proposal 4 - Advisory Vote to as to Whether the Advisory Vote to Approve Named Executive Officer Compensation Should Take Place Every 1, 2 or 3 Years

The Company's stockholders approved, on a non-binding advisory basis, that the frequency of the advisory, non-binding vote approving the named executive officer compensation shall take place every two (2) years, as set forth below:

1 YEAR	2 YEARS	3 YEARS	ABSTAIN	BROKER NON-VOTE
5,077,976	27,373,437	1,988,116	1,533,731	64,709,241

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CV SCIENCES, INC.

Date: June 4, 2025

By:

/s/ Joseph Dowling
Joseph Dowling
Chief Executive Officer

