
**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): May 14, 2026

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 2.02 Results of Operations and Financial Conditions

The information provided below in "Item 7.01 - Regulation FD Disclosure" of this Current Report on Form 8-K is incorporated by reference into this Item 2.02.

Item 7.01 Regulation FD Disclosure

On May 14, 2026, CV Sciences, Inc. (the "Company") issued a press release regarding the Company's financial results for its quarter ended March 31, 2026. A copy of that press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference. The press release includes non-GAAP financial measures as defined in Regulation G. The press release also includes a presentation of the most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States (GAAP), information reconciling the non-GAAP financial measures to the GAAP financial measures and a discussion of the reasons why the Company's management believes that presentation of the non-GAAP financial measures provides useful information to investors regarding the Company's financial condition and results of operations. The non-GAAP financial measures presented therein should be considered in addition to, not as a substitute for, or superior to, financial measures calculated and presented in accordance with GAAP.

Exhibit 99.1 contains forward-looking statements. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed in these forward-looking statements.

The information set forth under Item 7.01 of this Current Report on Form 8-K ("Current Report"), including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Current Report, including Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such a filing. This Current Report will not be deemed an admission as to the materiality of any information in this Current Report that is required to be disclosed solely by Regulation FD.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of CV Sciences, Inc. dated May 14, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

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: May 14, 2026

By:

/s/ Joseph Dowling
Joseph Dowling
Chief Executive Officer

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CV Sciences, Inc. Reports First Quarter-End 2026 Financial Results

San Diego, CA - May 14, 2026 (ACCESS Newswire) - CV Sciences, Inc. (OTCQB:CVSI) (the "Company", "CV Sciences", "our", "us" or "we"), a preeminent consumer wellness company specializing in hemp extracts and other proven science-backed, natural ingredients and products, today announced its financial results for the quarter ended March 31, 2026.

First Quarter 2026 and Recent Financial and Operating Highlights

- Generated revenue of \$3.2 million for the first quarter 2026 compared to \$3.6 million for the first quarter 2025 and compared to \$3.3 million for the fourth quarter 2025;
- Recognized gross margin of 48.9% for the first quarter 2026 compared to 46.0% for the first quarter 2025 and compared to 50.5% for the fourth quarter 2025;
- Cash balance of \$0.3 million at quarter and year end;
- Reduced operating expenses by 13.3% to \$1.9 million for the first quarter 2026 compared to \$2.2 million for the first quarter 2025, excluding benefit from reversal of accrued payroll taxes;
- Recognized an adjusted EBITDA loss of \$0.1 million for the first quarter 2026 compared to \$0.3 million for first quarter 2025 and compared to positive adjusted EBITDA of \$0.1 million for the fourth quarter 2025;
- Launched EMPOWR, a plant-based protein and creatine formula designed for total wellness, and
- Completed successful debt restructuring designed to strengthen financial position and fuel future growth.

"We are pleased with our first quarter 2026 results, which reflects continued progress in strengthening our operational and financial foundation," stated Joseph Dowling, Chief Executive Officer of CV Sciences. "Our gross margins remained strong during the quarter, and we expect additional improvement in the second half of 2026 as we continue optimizing our product mix and operating structure. We remain focused on disciplined expense management, operational efficiency, and driving the business toward sustainable profitability and positive cash flow."

"During the quarter, we also completed a successful debt restructuring that improved our financial flexibility and positions us to pursue strategic growth initiatives more effectively. At the same time, we believe the current market environment presents attractive opportunities to accelerate growth through strategic acquisitions that complement our existing brands and leverage our operational platform. We are committed to pursuing opportunities selectively and with financial discipline, while continuing to focus on long-term value creation for our shareholders."

Operating Results - First Quarter 2026 Compared to First Quarter 2025

Sales for the first quarter 2026 were \$3.2 million, a decrease of 11.4% from \$3.6 million in the first quarter 2025. The decline is driven by lower sales volume due to restrictive regulations at the federal level and in certain states. The total number of units sold during the first quarter 2026 decreased by 12.2%, partially offset by minor increases in average sales prices. In addition, 43% of our net revenue for the first quarter 2026 was from new products launched since January 1, 2023. During this time period, we launched 45 new products.

We generated an operating loss of \$0.3 million in the first quarter 2026, compared to operating income of \$11,000 in the first quarter 2025. The change is mostly due to the reversal of accrued payroll taxes of \$0.5 million in the first quarter 2025, offset by reduced operating expenses. We had negative adjusted EBITDA of \$0.1 million for the first quarter 2026 compared to \$0.3 million in the first quarter 2025. The improvement is mostly due to lower operating expenses.

Conference Call and Webcast

The Company will host a conference call and webcast to discuss these results today at 4:30 pm EDT/1:30 pm PDT. The webcast of the conference call will be available on the Investor Relations section of the Company's website at <https://ir.cvsciences.com/news-events> or directly at

https://viaid.webcasts.com/starthere.jsp?ei=1760203&tp_key=9a8cb9d283. Investors interested in participating in the live call can also dial (877) 407-0784 from the U.S. or international callers can dial (201) 689-8560. A telephone replay will be available approximately three hours after the call concludes, and will be available through Thursday, May 21, 2026, by dialing (844) 512-2921 from the U.S. or (412) 317-6671 from international locations, and entering confirmation code 13760149.

About CV Sciences, Inc.

CV Sciences, Inc. (OTCQB:CVSI) is a consumer wellness company specializing in nutraceuticals and plant-based foods. The Company's hemp extracts and other proven, science-backed, natural ingredients and products are sold through a range of sales channels from B2B to B2C. The Company's +PlusCBD™ branded products are sold at select retail locations throughout the U.S. and are the top-selling hemp-extract brand in the natural products market, according to SPINS, the leading provider of syndicated data and insights for the natural, organic and specialty products industry. With a commitment to science, +PlusCBD™ product benefits in healthy people are supported by human clinical research data, in addition to three published clinical case studies available on PubMed.gov. +PlusCBD™ was the first hemp extract supplement brand to invest in the scientific evidence necessary to receive self-affirmed Generally Recognized as Safe (GRAS) status. The Company also produces non-cannabinoid supplements under its +PlusHLTH™ brand, with targeted formulations to optimize health, improve performance, and increase vitality. Our Cultured Foods™ brand provides a variety of 100% plant-based food products that are distributed primarily in the EU and other select markets. Cultured Foods™ caters to individuals seeking vegan, gluten-free, or flexitarian options for a wholesome and satisfying culinary experience. In addition, the Company owns Elevated Softgels, a leading manufacturer of encapsulated softgels and tinctures for the supplement and nutrition industry. CV Sciences, Inc. has primary offices and facilities in San Diego, California, Grand Junction, Colorado, and Warsaw, Poland. Additional information is available from OTCMarkets.com or by visiting www.cvsciences.com.

Forward Looking Statements

This press release may contain certain forward-looking statements and information, as defined within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and is subject to the Safe Harbor created by those sections. This material contains statements about expected future events and/or financial results that are forward-looking in nature and subject to risks and uncertainties. Such forward-looking statements by definition involve risk and uncertainties. CV Sciences does not undertake any obligation to publicly update any forward-looking statements, except as required by applicable law. As a result, investors should not place undue reliance on such forward-looking statements.

Contact Information

ir@cvsciences.com

CV SCIENCES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(in thousands, except per share data)

	Three Months Ended March 31,	
	2026	2025
Product sales, net	\$ 3,195	\$ 3,606
Cost of goods sold	1,633	1,948
Gross profit	1,562	1,658
Operating expenses:		
Research and development	18	30
Selling, general and administrative	1,862	2,139
Benefit from reversal of accrued payroll taxes	—	(522)
Total operating expenses	1,880	1,647
Operating income (loss)	(318)	11
Gain on extinguishment of debt	(20)	(38)
Change in fair value of convertible notes	252	—
Interest expense, net	93	151
Loss before income taxes	(643)	(102)
Income tax expense	—	7
Net loss	\$ (643)	\$ (109)
Weighted average common shares outstanding, basic and diluted	186,920	184,264
Net loss per common share, basic and diluted	\$ (0.00)	\$ (0.00)

CV SCIENCES, INC.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(in thousands, except per share data)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Cash	\$ 309	\$ 278
Accounts receivable, net	391	402
Inventory	3,902	4,087
Prepaid expenses and other	393	366
Total current assets	4,995	5,133
Property and equipment, net	329	344
Right of use assets	282	347
Intangibles, net	68	76
Goodwill	1,001	1,015
Other assets	47	47
Total assets	\$ 6,722	\$ 6,962
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 1,080	\$ 1,044
Accrued expenses	2,647	2,447
Current portion of operating lease liabilities	246	247
Convertible notes, at fair value	1,135	—
Current portion of long-term debt, net	72	1,262
Total current liabilities	5,180	5,000
Operating lease liabilities	37	100
Debt, net of debt issuance costs	—	387
Deferred tax liability	7	7
Total liabilities	5,224	5,494
Commitments and contingencies		
Stockholders' equity		
Preferred stock, par value \$0.0001; 10,000 shares authorized; 1 shares issued as of March 31, 2026 and December 31, 2025; and no shares outstanding as of March 31, 2026 and December 31, 2025	—	—
Common stock, par value \$0.0001; 790,000 shares authorized as of March 31, 2026 and December 31, 2025; 193,458 and 184,264 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively	19	18
Additional paid-in capital	90,029	89,330
Accumulated deficit	(88,582)	(87,939)
Accumulated other comprehensive income	32	59
Total stockholders' equity	1,498	1,468
Total liabilities and stockholders' equity	\$ 6,722	\$ 6,962

CV SCIENCES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(in thousands)

	Three Months Ended	
	March 31,	
	2026	2025
OPERATING ACTIVITIES		
Net loss	\$ (643)	\$ (109)
Adjustments to reconcile net loss to net cash flows provided by (used in) operating activities:		
Depreciation and amortization	23	82
Stock-based compensation	148	118
Amortization of debt discount	91	149
Amortization of right of use assets	65	52
Fair value adjustment for convertible notes	252	—
Gain on debt extinguishment	(20)	(38)
Benefit from reversal of accrued payroll taxes	—	(522)
Other	(12)	80
Change in operating assets and liabilities:		
Accounts receivable, net	22	100
Inventory	174	536
Prepaid expenses and other	(28)	18
Accounts payable and accrued expenses	92	(486)
Operating lease liabilities	(63)	(61)
Net cash flows provided by (used in) operating activities	101	(81)
INVESTING ACTIVITIES		
Purchases of property and equipment	(3)	(40)
Net cash flows used in investing activities	(3)	(40)
FINANCING ACTIVITIES		
Proceeds from note payable	—	1,200
Debt issuance costs related to note payable	(15)	(82)
Repayment of note payable	—	(579)
Repayment of unsecured debt	(53)	(59)
Net cash flows provided by (used in) financing activities	(68)	480
Effect of exchange rate changes on cash	1	(1)
Net increase (decrease) in cash	31	358
Cash, beginning of period	278	454
Cash, end of period	<u>\$ 309</u>	<u>\$ 812</u>
Supplemental cash flow disclosures:		
Interest paid	\$ 2	\$ 2
Supplemental disclosure of non-cash transactions:		
Conversion of convertible note payable	\$ (552)	\$ —
Issuance of convertible note payable	\$ 1,581	\$ —
Services paid with common stock	\$ —	\$ 60
Right of use asset financed by lease liabilities	\$ —	\$ 212
Debt issuance cost for note payable	\$ —	\$ (400)

CV SCIENCES, INC.
NON-GAAP FINANCIAL MEASURES (UNAUDITED)

We prepare our consolidated financial statements in accordance with generally accepted accounting principles for the United States (GAAP). The non-GAAP financial measures, such as net loss per share and Adjusted EBITDA included in this press release are different from those otherwise presented under GAAP. We use non-GAAP measures internally to evaluate our performance and make financial and operational decisions that are presented in a manner that adjusts from their equivalent GAAP measures or that supplement the information provided by our GAAP measures. The non-GAAP financial measures exclude non-cash compensation expense for stock options. When evaluating the performance of our business and developing short and long-term plans, we do not consider share-based compensation charges. Although share-based compensation is necessary to attract and retain quality employees, our consideration of share-based compensation places its primary emphasis on overall shareholder dilution rather than the accounting charges associated with such grants. Because of the varying availability of valuation methodologies and subjective assumptions, we believe that the exclusion of share-based compensation allows for more accurate comparison of our financial results to previous periods. In addition, we believe it useful to investors to understand the specific impact of the application of the fair value method of accounting for share-based compensation on our operating results.

Adjusted EBITDA is defined by us as EBITDA (net loss plus depreciation, amortization, interest, and income tax expense, further adjusted to exclude certain non-cash expenses and other adjustments as set forth below. We use Adjusted EBITDA because we believe it more clearly highlights trends in our business that may not otherwise be apparent when relying solely on GAAP financial measures, since Adjusted EBITDA eliminates from our results specific financial items that have less bearing on our core operating performance.

We use Adjusted EBITDA in communicating certain aspects of our results and performance, including in this press release, and believe that Adjusted EBITDA, when viewed in conjunction with our GAAP results and the accompanying reconciliation, can provide investors with greater transparency and a greater understanding of factors affecting our financial condition and results of operations than GAAP measures alone. In addition, we believe the presentation of Adjusted EBITDA is useful to investors in making period-to-period comparison of results because the adjustments to GAAP are not reflective of our core business performance.

A reconciliation from our GAAP net loss to non-GAAP net loss for the three months ended March 31, 2026 and 2025 is detailed below (in thousands, except per share data):

	Three Months Ended	
	March 31,	
	2026	2025
Net loss - GAAP	\$ (643)	\$ (109)
Stock-based compensation ⁽¹⁾	148	118
Change in fair value of convertible notes ⁽²⁾	252	—
Benefit from reversal of accrued payroll tax ⁽³⁾	—	(522)
Gain on debt extinguishment ⁽⁴⁾	(20)	(38)
Note discount ⁽⁵⁾	91	149
Net loss - non-GAAP	<u>\$ (172)</u>	<u>\$ (402)</u>
Diluted EPS - GAAP	\$ (0.00)	\$ (0.00)
Stock-based compensation ⁽¹⁾	—	—
Change in fair value of convertible notes ⁽²⁾	—	—
Benefit from reversal of accrued payroll tax ⁽³⁾	—	—
Gain on debt extinguishment ⁽⁴⁾	—	—
Note discount ⁽⁵⁾	—	—
Diluted EPS - non-GAAP	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Shares used to calculate diluted EPS - GAAP and non-GAAP	186,920	184,264

(1) Represents stock-based compensation expense related to stock options awarded to employees and non-executive directors based on the grant date fair value using the Black-Scholes valuation model.

(2) Represents change in fair value of our convertible notes.

(3) Represents benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.

(4) Represents gain on extinguishment of debt related to our Streeterville note payable in 2025 and the extinguishment of our note payable with an Investor in 2026.

(5) Represents amortization of OID/debt issuance costs for notes payable.

A reconciliation from our net loss to Adjusted EBITDA, a non-GAAP measure, for the three months ended March 31, 2026 and 2025 is detailed below (in thousands):

	Three Months Ended March 31,	
	2026	2025
Net loss	\$ (643)	\$ (109)
Depreciation expense	16	76
Amortization expense	7	6
Interest expense, net	93	151
Income tax expense	—	7
EBITDA	(527)	131
Stock-based compensation ⁽¹⁾	148	118
Change in fair value of convertible notes ⁽²⁾	252	—
Benefit from reversal of accrued payroll tax ⁽³⁾	—	(522)
Gain on debt extinguishment ⁽⁴⁾	(20)	(38)
Adjusted EBITDA	\$ (147)	\$ (311)

(1) Represents stock-based compensation expense related to stock options awarded to employees and non-executive directors based on the grant date fair value using the Black-Scholes valuation model.

(2) Represents change in fair value of our convertible notes.

(3) Represents benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.

(4) Represents gain on extinguishment of debt related to our Streeterville note payable.
