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): November 12, 2026

CV SCIENCES, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**000-54677**	**80-0944970**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
9530 Padgett Street, Suite 107 San Diego, California		**92126**
(Address of Principal Executive Offices)		**(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**

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 November 12, 2026, CV Sciences, Inc. (the "Company") issued a press release regarding the Company's financial results for its quarter ended September 30, 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 November 12, 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: November 12, 2026

By: /s/ Joseph Dowling
Joseph Dowling
Chief Executive Officer

Exhibit 99.1

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

San Diego, CA - November 12, 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 September 30, 2026.

Third Quarter 2026 and Recent Financial and Operating Highlights, and Regulatory Update

•Generated revenue of $3.0 million for the third quarter 2026 compared to $3.3 million for the third quarter 2025 and compared to $3.0 million for the second quarter 2026;

•Recognized gross margin of 50.0% for the third quarter 2026 compared to 48.5% for the third quarter 2025 and compared to 48.6% for the second quarter 2026;

•Reduced operating expenses by 11.6% to $1.6 million for the third quarter 2026 compared to $1.8 million for the third quarter 2025, and by 6.6% from $1.7 million in the second quarter 2026, excluding the benefit from the gain on legal settlement;

•Recognized positive adjusted EBITDA of $32,000 for the third quarter 2026 compared to adjusted EBITDA losses of $118,000 for third quarter 2025 and $132,000 for the second quarter 2026;

•Cash balance of $0.3 million at quarter and year end;

•Strengthened our financial position by increased working capital of $0.7 million at quarter end, significantly improved from $0.1 million at year end;

•Expanded the +PlusHLTH™ portfolio with personalized wellness solutions for healthy aging; and

•Continued monitoring of potential updates to the implementation of restrictive federal provisions for hemp-derived cannabinoid products which are currently scheduled to be in effect on December 11, 2026.

"Our third quarter results demonstrate continued progress in strengthening the operating performance of our business despite ongoing regulatory challenges and pressure on revenue. We expanded gross margins to 50.0%, reduced operating expenses by 11.6% year over year, and achieved positive adjusted EBITDA of $32,000, compared to adjusted EBITDA losses in both the prior-year quarter and the second quarter of 2026. These results reflect our continued focus on cost discipline, operational efficiency, and improving the underlying profitability of our business.

At the same time, we continue to advance our product innovation and diversification strategy. Products launched since January 2023 accounted for 48% of our third quarter net revenue, demonstrating the growing contribution of our newer product offerings. During the quarter, we further expanded our +PlusHLTH™ portfolio with personalized wellness solutions designed to support healthy aging. Looking ahead, we remain focused on strengthening our established brands, expanding our presence in broader science-based wellness categories, maintaining disciplined capital allocation, and pursuing strategic opportunities that support sustainable growth and long-term shareholder value," stated Joseph Dowling, Chief Executive Officer of CV Sciences.

Operating Results - Third Quarter 2026 Compared to Third Quarter 2025

Sales for the third quarter 2026 were $3.0 million, a decrease of 7.0% from $3.3 million in the third 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 third quarter 2026 decreased by 4.7% compared to the third quarter of 2025. We also realized decreases in average sales prices. In addition, 48% of our net revenue for the third quarter 2026 was from new products launched since January 1, 2023. During this time period, we launched 53 new products.

We generated operating income of $0.4 million in the third quarter 2026, compared to an operating loss of $0.3 million in the third quarter 2025. The improvement is mostly due to the gain on legal settlement of $0.5 million and reductions in our operating expenses. We generated positive adjusted EBITDA of $32,000 for the third quarter 2026 compared to negative adjusted EBITDA of $118,000 in the third quarter 2025.

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://viavid.webcasts.com/starthere.jsp?ei=1779873&tp_key=be4c149620. Investors interested in participating in the live call can also dial (844) 825-9789 from the U.S. or international callers can dial (412) 317-5180. A telephone replay will be available approximately three hours after the call concludes, and will be available through Thursday, November 26, 2026, by dialing (844) 512-2921 from the U.S. or (412) 317-6671 from international locations, and entering confirmation code 10212857.

About CV Sciences, Inc.

CV Sciences, Inc. (OTCQB:CVSI) is a preeminent consumer wellness company specializing in hemp extracts and other proven science-backed, natural ingredients and products. The Company's 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 September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Product sales, net	$ 3,028	$ 3,256	$ 9,208	$ 10,482
Cost of goods sold	1,514	1,677	4,682	5,401
Gross profit	1,514	1,579	4,526	5,081
Operating expenses:				
Research and development	19	24	55	104
Selling, general and administrative	1,618	1,830	5,213	5,894
Gain on legal settlement	(500)	—	(500)	—
Benefit from reversal of accrued payroll taxes	—	—	—	(522)
Total operating expenses	1,137	1,854	4,768	5,476
Operating income (loss)	377	(275)	(242)	(395)
Other expense (income):				
Gain on extinguishment of debt	—	—	(20)	(38)
Loss on debt conversion	263	—	512	—
Change in fair value of convertible notes	207	—	678	—
Interest expense, net	—	107	94	388
Total other expense	470	107	1,264	350
Loss before income taxes	(93)	(382)	(1,506)	(745)
Income tax expense	—	—	5	7
Net loss	$ (93)	$ (382)	$ (1,511)	$ (752)
Weighted average common shares outstanding, basic and diluted	226,096	184,264	207,803	184,264
Net loss per common share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)

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

	September 30, 2026	December 31, 2025
Assets		
Current assets:		
Cash	$ 308	$ 278
Accounts receivable, net	346	402
Inventory	3,965	4,087
Prepaid expenses and other	273	366
Total current assets	4,892	5,133
Property and equipment, net	302	344
Right of use assets	148	347
Intangibles, net	55	76
Goodwill	990	1,015
Other assets	47	47
Total assets	$ 6,434	$ 6,962
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 813	$ 1,044
Accrued expenses	2,450	2,447
Current portion of operating lease liability	150	247
Convertible notes, at fair value	741	—
Current portion of long-term debt, net	—	1,262
Total current liabilities	4,154	5,000
Operating lease liability	—	100
Debt, net	—	387
Deferred tax liability	7	7
Total liabilities	4,161	5,494
Commitments and contingencies		
Stockholders' equity		
Preferred stock, par value $0.0001; 10,000 shares authorized; 1 share issued as of September 30, 2026 and December 31, 2025; and no shares outstanding as of September 30, 2026 and December 31, 2025	—	—
Common stock, par value $0.0001; 790,000 shares authorized as of September 30, 2026 and December 31, 2025; 235,694 and 184,264 shares issued and outstanding as of September 30, 2026 and December 31, 2025, respectively	24	18
Additional paid-in capital	91,687	89,330
Accumulated deficit	(89,450)	(87,939)
Accumulated other comprehensive income	12	59
Total stockholders' equity	2,273	1,468
Total liabilities and stockholders' equity	$ 6,434	$ 6,962

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

	Nine Months Ended September 30,	
	2026	**2025**
OPERATING ACTIVITIES		
Net loss	$ (1,511)	$ (752)
Adjustments to reconcile net loss to net cash flows provided by (used in) operating activities:		
Depreciation and amortization	68	171
Stock-based compensation	428	374
Amortization of debt discount	91	386
Loss on debt conversion	94	—
Initial fair value of true-up convertible notes issued	418	—
Change in fair value of convertible notes	678	—
Amortization of right of use assets	198	175
Gain on debt extinguishment	(20)	(38)
Gain on legal settlement	(500)	—
Benefit from reversal of accrued payroll tax	—	(522)
Other	(12)	128
Change in operating assets and liabilities:		
Accounts receivable, net	69	130
Inventory	108	830
Prepaid expenses and other	91	141
Accounts payable and accrued expenses	181	(892)
Operating lease liabilities	(197)	(184)
Net cash flows provided by (used in) operating activities	184	(53)
INVESTING ACTIVITIES		
Purchases of property and equipment	(10)	(100)
Net cash flows used in investing activities	(10)	(100)
FINANCING ACTIVITIES		
Proceeds from note payable	—	1,200
Debt issuance costs related to note payable	(15)	(82)
Repayment of note payable	—	(900)
Repayment of unsecured debt	(125)	(139)
Net cash flows provided by (used in) financing activities	(140)	79
Effect of exchange rate changes on cash	(4)	1
Net increase (decrease) in cash	30	(73)
Cash, beginning of period	278	454
Cash, end of period	$ 308	$ 381
Supplemental cash flow disclosures:		
Interest paid	$ 3	$ 4
Income tax paid	$ 6	$ 7
Supplemental disclosure of non-cash transactions:		
Conversion of convertible notes	$ (1,935)	$ —
Issuance of convertible notes	$ 1,999	$ —
Services paid with common stock	$ —	$ 60
Right of use asset financed by lease liabilities	$ —	$ 486
Debt modification cost	$ —	$ (150)
Original issuance discount 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 income (loss) for the three and nine months ended September 30, 2026 and 2025 is detailed below (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss - GAAP	$ (93)	$ (382)	$ (1,511)	$ (752)
Stock-based compensation [1]	132	124	428	374
Loss on debt conversions [2]	263	—	512	—
Change in fair value of convertible notes [3]	207	—	678	—
Gain on debt extinguishment [4]	—	—	(20)	(38)
Note discount [5]	—	107	91	388
Gain on legal settlement [6]	(500)	—	(500)	—
Benefit from reversal of accrued payroll tax [7]	—	—	—	(522)
Net income (loss) - non-GAAP	$ 9	$ (151)	$ (322)	$ (550)
Diluted EPS - GAAP	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
Stock-based compensation [1]	—	—	—	—
Loss on debt conversions [2]	—	—	—	—
Change in fair value of convertible notes [3]	—	—	0.01	—
Gain on debt extinguishment [4]	—	—	—	—
Note discount [5]	—	—	—	—
Gain on legal settlement [6]	—	—	—	—
Benefit from reversal of accrued payroll tax [7]	—	—	—	—
Diluted EPS - non-GAAP	$ 0.00	$ (0.00)	$ (0.00)	$ (0.00)
Shares used to calculate diluted EPS - GAAP and non-GAAP	226,096	184,264	207,803	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 the loss on debt conversions related to the true-up obligation.

[3] Represents change in fair value of our convertible notes.

[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.

[6] Represents the gain recognized associated with the settlement of our legal action against Procopio, our long-time legal counsel.

[7] Represents benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.

A reconciliation from our net loss to Adjusted EBITDA, a non-GAAP measure, for the three and nine months ended September 30, 2026 and 2025 is detailed below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net loss	$ (93)	$ (382)	$ (1,511)	$ (752)
Depreciation expense	17	27	49	155
Amortization expense	6	6	18	18
Interest expense, net	—	107	94	388
Income tax expense	—	—	5	7
EBITDA	(70)	(242)	(1,345)	(184)
Stock-based compensation [1]	132	124	428	374
Loss on debt conversions [2]	263	—	512	—
Change in fair value of convertible notes [3]	207	—	678	—
Gain on debt extinguishment [4]	—	—	(20)	(38)
Gain on legal settlement [5]	(500)	—	(500)	—
Benefit from reversal of accrued payroll tax [6]	—	—	—	(522)
Adjusted EBITDA	$ 32	$ (118)	$ (247)	$ (370)

[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 the loss on debt conversions related to the true-up obligation.

[3] Represents change in fair value of our convertible notes.

[4] Represents gain on extinguishment of debt related to our notes payable.

[5] Represents gain recognized associated with the settlement of our legal action against Procopio, our long-time legal counsel.

[6] Represents benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.