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**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 10, 2021

**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**  
(I.R.S. Employer Identification No.)

**10070 Barnes Canyon Road**  
**San Diego, California 92121**  
(Address of principal executive offices)

**(866) 290-2157**  
(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	Trading Symbol(s)	Name of exchange on which registered
N/A		

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 5.03 Amendments to Article of Incorporation or Bylaws; Change in Fiscal Year**

On June 10, 2021, CV Sciences, Inc. (the “Company”) amended Article III, Section 3.13 of its Bylaws to provide that, subject to certain limitations, the Company’s board of directors or any director may be removed from office, with or without cause, by the affirmative vote of holders of at least a majority of the shares then entitled to vote at an election of directors (the “Bylaw Amendment”). The Bylaw Amendment was unanimously approved by the Company’s board of directors.

The description of the Bylaw Amendment set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment of the Bylaws of the Company, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Exhibit</u>
3.1	<a href="#">Certificate of Amendment to the Bylaws of CV Sciences, Inc., as amended, dated June 10, 2021.</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 hereunto duly authorized.

Date: June 14, 2021

**CV SCIENCES, INC.**

By: /s/ Joseph Dowling

Joseph Dowling

Chief Executive Officer

**CERTIFICATE OF AMENDMENT**

**OF  
THE BYLAWS  
OF  
CV SCIENCES, INC.,  
a Delaware corporation**

In accordance with Article IX of the bylaws of CV Sciences, Inc. (the "Corporation") and Article V of the certificate of the incorporation of the Corporation, by the unanimous approval of the board of directors of the Corporation, the bylaws of the Corporation are hereby amended as follows:

1. Article III, Section 3.13 of the bylaws shall be deleted in its entirety and be replaced with the following:

**3.13 Removal of Directors.** Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of at least a majority of the shares then entitled to vote at an election of directors. Notwithstanding the foregoing, whenever the holders of any class or series of the corporation's shares are entitled to elect one or more directors by the corporation's certificate of incorporation, in respect to the removal without cause of a director or directors so elected, such director or directors may be removed from office by the affirmative vote of the holders of the outstanding shares of that class or series, and not the vote of the corporation's outstanding shares as a whole.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Bylaws as of the 10<sup>th</sup> day of June, 2021.

CV SCIENCES, INC.,  
a Delaware corporation

/s/ Joseph Dowling  
Joseph Dowling., Secretary