

**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 14, 2023

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.)

9530 Padgett Street, Suite 107
San Diego, California 92126
(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 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 14, 2023, CV Sciences, Inc. (the "Company") issued a press release regarding the Company's financial results for its quarter ended September 30, 2023. 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

99.1 [Press Release of CV Sciences, Inc. dated November 14, 2023](#)

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: November 14, 2023

CV SCIENCES, INC.

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

CV Sciences, Inc. Reports Third Quarter 2023 Financial Results

San Diego, CA - November 14, 2023 (GLOBE 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, 2023.

Third Quarter 2023 and Recent Financial and Operating Highlights

- Increased revenue to \$4.1 million for the third quarter 2023 compared to \$3.8 million for third quarter 2022 and a sequential improvement from \$4.0 million for the second quarter 2023;
 - Recognized gross margin of 45.1% for the third quarter 2023 compared to 41.6% for the third quarter 2022 and a sequential improvement from 43.3% for the second quarter 2023;
 - Cash balance of \$1.6 million at quarter end compared to \$0.6 million at the end of 2022;
 - Generated cash flow from operations of \$2.4 million in the first nine months of 2023 compared to cash used in operations of \$2.1 million in the first nine months of 2022; cash flow from operations included employee retention credit (ERC) under the CARES Act for a total of \$2.5 million;
 - Further established number one position as top-selling hemp extract brand in the natural product retail sales channel, according to SPINS, the leading provider of syndicated data and insights for the natural, organic and specialty products industry;
 - Launched PlusCBD™ Reserve Sleep Gummies, specifically designed for better sleep;
 - Launched M&A strategy that will transition the Company to continue its prominent role in the CBD category, but also leverage our strengths to pursue non-CBD nutraceuticals and other plant-based food products, both domestically and internationally;
 - Executed non-binding letter of intent to acquire a plant-based food company in Europe, providing the Company with a manufacturing and distribution foothold in the EU that will allow for leverage of our key strengths and competencies; and
 - Continued to evaluate select partnership opportunities, including acquisitions or other options for the Company.
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“We are very pleased with our third quarter, 2023 results. In a challenging environment, our revenues of \$4.1 million increased both sequentially and year-over-year. Our gross margin also improved to 45.1%, again, both a sequential and year-over-year increase,” stated Joseph Dowling, Chief Executive Officer of CV Sciences. “Our third quarter progress demonstrates our continuous commitment to innovation and cost-efficient execution as we move closer to profitability and positive cash flow. During the quarter, we launched our plan to transition to a global health and wellness company that will use M&A as a vehicle to leverage the strengths and assets of our Company. We are thrilled to announce the first step in this plan with the signing of a non-binding letter of intent to acquire a plant-based food company in Europe, which will allow us to leverage our core competitive advantages to drive long-term growth and shareholder value.”

Operating Results - Third Quarter 2023 Compared to Third Quarter 2022

Sales for third quarter 2023 were \$4.1 million, an increase of 9% from \$3.8 million for the third quarter 2022. The increase is primarily due to higher number of units sold during the third quarter 2023 by 6%, and increases in average sales price per unit. We generated an operating loss \$0.4 million in the third quarter of 2023, compared to an operating loss of \$0.9 million in the third quarter 2022, mostly due to higher sales, improved gross margins and lower operating expenses. The Company had negative adjusted EBITDA for the third quarter of 2023 of \$0.4 million, compared to negative adjusted EBITDA of \$1.2 million in the third quarter of 2022.

Conference Call and Webcast

The Company will host a conference call and webcast to discuss these results today at 10:00 am EDT/7:00 am 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=1640925&tp_key=953ec15a6e. Investors interested in participating in the live call can also dial (877) 300-8521 from the U.S. or international callers can dial (412) 317-6026. A telephone replay will be available approximately three hours after the call concludes, and will be available through Tuesday, November 21, 2023, by dialing (844) 512-2921 from the U.S. or (412) 317-6671 from international locations, and entering confirmation code 10183868.

About CV Sciences, Inc.

CV Sciences, Inc. (OTCQB:CVSI) is a consumer wellness company specializing in hemp extracts and other proven, science-backed, natural ingredients and products, which 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 brands of hemp extracts in the natural products market, according to SPINS, the leading provider of syndicated data and insights for the natural,

organic and specialty products industry. CV Sciences follows all guidelines for Good Manufacturing Practices (GMP) and the Company's products are processed, produced, and tested throughout the manufacturing process to confirm strict compliance with Company and regulatory standards and specifications. 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. CV Sciences, Inc. has primary offices and facilities in San Diego, California. The Company also operates a drug development program focused on developing and commercializing CBD-based novel therapeutics. 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.

STATEMENTS OF OPERATIONS (UNAUDITED)

(in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Product sales, net	\$ 4,089	\$ 3,751	\$ 12,203	\$ 12,336
Cost of goods sold	2,246	2,189	6,860	8,348
Gross profit	1,843	1,562	5,343	3,988
Operating expenses:				
Research and development	40	44	111	267
Selling, general and administrative	2,240	2,410	7,154	8,443
Benefit from reversal of accrued payroll tax	—	—	(6,171)	—
Total operating expenses	2,280	2,454	1,094	8,710
Operating income (loss)	(437)	(892)	4,249	(4,722)
Gain on debt extinguishment	—	(127)	—	(127)
Other expense, net	10	266	275	1,304
Income (loss) before income taxes	(447)	(1,031)	3,974	(5,899)
Income tax expense	—	—	3	2
Net income (loss)	(447)	(1,031)	3,971	(5,901)
Deemed dividend for beneficial conversion of Series A convertible preferred stock	—	—	—	920
Net income (loss) attributable to common stockholders	\$ (447)	\$ (1,031)	\$ 3,971	\$ (6,821)
Weighted average common shares outstanding, basic and diluted	154,604	146,530	153,112	133,651
Net income (loss) per share attributable to common stockholders, basic and diluted	\$ —	\$ (0.01)	\$ 0.03	\$ (0.05)

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

	September 30, 2023	December 31, 2022
Assets		
Current assets:		
Cash	\$ 1,643	\$ 611
Accounts receivable, net	666	766
Inventory	5,729	6,563
Prepaid expenses and other	412	3,190
Total current assets	8,450	11,130
Property and equipment, net	399	575
Right of use assets	195	275
Intangibles, net	251	251
Other assets	348	505
Total assets	\$ 9,643	\$ 12,736
Liabilities and stockholders' equity (deficit)		
Current liabilities:		
Accounts payable	\$ 2,623	\$ 2,284
Accrued expenses	3,311	9,690
Operating lease liability - current	127	117
Debt, net	—	1,223
Total current liabilities	6,061	13,314
Operating lease liability - net of current portion	92	188
Deferred tax liability	11	11
Total liabilities	6,164	13,513
Commitments and contingencies		
Stockholders' equity (deficit)		
Preferred stock, par value \$0.0001; 10,000 shares authorized; 1 share issued as of September 30, 2023 and December 31, 2022; no shares outstanding as of September 30, 2023 and December 31, 2022	—	—
Common stock, par value \$0.0001; 790,000 shares authorized as of September 30, 2023 and December 31, 2022; 154,604 and 152,104 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	15	15
Additional paid-in capital	87,182	86,897
Accumulated deficit	(83,718)	(87,689)
Total stockholders' equity (deficit)	3,479	(777)
Total liabilities and stockholders' equity (deficit)	\$ 9,643	\$ 12,736

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

	Nine months ended September 30,	
	2023	2022
OPERATING ACTIVITIES		
Net income (loss)	\$ 3,971	\$ (5,901)
Adjustments to reconcile net income (loss) to net cash flows provided by (used in) operating activities:		
Depreciation and amortization	176	923
Stock-based compensation	185	839
Employee retention credit benefit	—	(2,516)
Note discount and interest expense	112	1,300
Benefit from reversal of accrued payroll tax	(6,171)	—
Non-cash lease expense	80	44
Loss on sale of property and equipment	—	159
Gain on debt extinguishment	—	(127)
Other	368	361
Change in operating assets and liabilities:		
Accounts receivable, net	103	1,172
Inventory	834	1,398
Prepaid expenses and other	2,778	1,483
Accounts payable and accrued expenses	(69)	(1,230)
Net cash flows provided by (used in) operating activities	<u>2,367</u>	<u>(2,095)</u>
FINANCING ACTIVITIES		
Proceeds from issuance of preferred stock and common stock warrants, net of issuance costs	—	554
Proceeds from issuance of convertible notes, net of issuance costs	—	954
Proceeds from issuance of note payable, net of issuance costs	—	1,577
Repayment of convertible notes	—	(675)
Repayment of note payable	(1,117)	(240)
Repayment of unsecured debt	(218)	(311)
Net cash flows provided by (used in) financing activities	<u>(1,335)</u>	<u>1,859</u>
Net increase in cash	1,032	(236)
Cash, beginning of period	611	1,375
Cash, end of period	<u>\$ 1,643</u>	<u>\$ 1,139</u>
Supplemental cash flow disclosures:		
Interest paid	\$ 4	\$ 4
Supplemental disclosure of non-cash transactions:		
Convertible note principal conversion into shares of common stock	\$ —	\$ (1,284)
Services paid with common stock	\$ —	\$ 384
Right of use assets obtained in exchange for lease liability	\$ —	\$ 345

CV SCIENCES, INC.

NON-GAAP FINANCIAL MEASURES (UNAUDITED)

We prepare our financial statements in accordance with generally accepted accounting principles for the United States (GAAP). The non-GAAP financial measures, such as net income (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 income (loss) plus depreciation, interest and income tax expense), minus interest income, 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 income (loss) to non-GAAP net loss for the three and nine months ended September 30, 2023 and 2022 is detailed below (in thousands, except per share data):

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Net income (loss) attributable to common stockholders - GAAP	\$ (447)	\$ (1,031)	\$ 3,971	\$ (6,821)
Stock-based compensation (1)	32	177	185	839
Benefit from reversal of accrued payroll tax (2)	—	—	(6,171)	—
Employee retention credit benefit (3)	—	(523)	—	(2,516)
Note discount and interest expense (4)	—	266	112	1,300
Gain on extinguishment of debt (5)	—	(127)	—	(127)
Deemed dividend (6)	—	—	—	920
Net loss - non-GAAP	\$ (415)	\$ (1,238)	\$ (1,903)	\$ (6,405)
Diluted EPS - GAAP	\$ —	\$ (0.01)	\$ 0.03	\$ (0.05)
Stock-based compensation (1)	—	—	—	—
Benefit from reversal of accrued payroll tax (2)	—	—	(0.04)	—
Employee retention credit benefit (3)	—	—	—	(0.02)
Note discount and interest expense (4)	—	—	—	0.01
Gain on extinguishment of debt (5)	—	—	—	—
Deemed dividend (6)	—	—	—	0.01
Diluted EPS - non-GAAP	\$ —	\$ (0.01)	\$ (0.01)	\$ (0.05)
Shares used to calculate diluted EPS - GAAP and non-GAAP	154,604	146,530	153,112	133,651

- (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 benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.
- (3) Represents expense reduction related to benefit for employee retention credit.
- (4) Represents amortization of OID/debt issuance costs and interest expense for convertible notes payable and notes payable.
- (5) Represents gain on extinguishment of debt related to our convertible note.
- (6) Represents deemed dividend associated with beneficial conversion charge of conversion of Series A preferred stock.

A reconciliation from our net income (loss) to Adjusted EBITDA, a non-GAAP measure, for the three and nine months ended September 30, 2023 and 2022 is detailed below (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Net income (loss)	\$ (447)	\$ (1,031)	\$ 3,971	\$ (5,901)
Depreciation expense	58	63	176	923
Interest expense (income)	(4)	266	61	1,304
Income tax expense	—	—	3	2
EBITDA	(393)	(702)	4,211	(3,672)
Stock-based compensation (1)	32	177	185	839
Benefit from reversal of accrued payroll tax (2)	—	—	(6,171)	—
Employee retention credit benefit (3)	—	(523)	—	(2,516)
Gain on extinguishment of debt (4)	—	(127)	—	(127)
Adjusted EBITDA	\$ (361)	\$ (1,175)	\$ (1,775)	\$ (5,476)

- (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 benefit from reversal of accrued payroll tax associated with RSU release to founder in 2019.
- (3) Represents expense reduction related to benefit for employee retention credit.
- (4) Represent gain on extinguishment of our convertible note during the three and nine months ended September 30, 2022.