

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): April 25, 2018

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.)

2688 South Rainbow Boulevard, Suite B
Las Vegas, Nevada 89146
(Address of principal executive offices)

(866) 290-2157
(Registrant's telephone number, including area code)

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))

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 5.02 Submission of Matters to a Vote of Security Holders

On April 26, 2018, Dr. Stephen Schmitz resigned as a member of the Board of Directors (the “Board”) of CV Sciences, Inc. (the “Company”). His resignation did not result from any disagreement with the Company.

Item 7.01 Regulation FD Disclosure.

On April 25, 2018, the Company issued a press release (the “Press Release”) regarding the repayment by the Company of the remaining balance of its convertible debt under that certain Convertible Promissory Note dated March 1, 2017. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information set forth under this 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 this 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 April 25, 2018](#)

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: April 27, 2018

CV SCIENCES, INC.

By: /s/ Michael Mona, Jr.
Michael Mona, Jr.
President and Chief Executive Officer

Company Fully Repays Outstanding Convertible Debt and Avoids Dilution to Stockholders

LAS VEGAS, April 25, 2018 (GLOBE NEWSWIRE) -- CV Sciences, Inc. (OTCQB:CVSI) (the “Company,” “CV Sciences,” “our” or “we”) announced today that it has negotiated and prepaid the remaining balance due under its March 1, 2017 Convertible Promissory Note (the “Note”) in cash, thus avoiding the lender’s conversion of this amount under the terms of the Note. The Note represented the last remaining convertible debt instrument outstanding. The Company issued the Note on March 1, 2017 in the original principal amount of \$770,000, which provided the Company the right to satisfy installment obligations in cash or by conversion of the installment amount into shares of our Common Stock at a price determined based upon the trading price of our stock during the period immediately prior to conversion. On April 24, 2018, the Company made the final payment of principal and interest to the holder of the Note equal to \$260,000, and the lender accepted this payment. As a result, the Company has no outstanding convertible debt.

“As we reported in our Form 10-K filed on March 29, 2018, we made three monthly \$100,000 repayments on this convertible note during the first quarter of 2018. We also made another \$100,000 payment on the note on April 2, 2018. This final payment and extinguishment of this note eliminates all of the Company’s remaining convertible debt. This demonstrates our strong financial position as we advance both our consumer products and drug development business segments,” said Joseph Dowling, CFO of CV Sciences. “By repaying this debt obligation in cash, and thus removing all convertible debt from our books, we have avoided further dilutive issuances to our lender.”

About CV Sciences, Inc.

CV Sciences, Inc. (OTCQB:CVSI) operates two distinct business segments: a drug development division focused on developing and commercializing novel therapeutics utilizing synthetic CBD; and, a consumer product division focused on manufacturing, marketing and selling plant-based CBD products to a range of market sectors. CV Sciences, Inc. has primary offices and facilities in Las Vegas, Nevada and San Diego, California. Additional information is available from OTCMarkets.com or by visiting www.cvsciences.com.

FORWARD-LOOKING DISCLAIMER

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 risks, uncertainties.

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