

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): August 28, 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 7.01 Regulation FD Disclosure

On August 28, 2018, CV Sciences, Inc. (the “Company”) announced that it has been informed of a class action lawsuit filed against the Company that alleges violations of federal securities laws. The Company further announced that it disputes the allegations in the complaint and will vigorously defend this lawsuit. A copy of the press release issued by the Company in connection with the foregoing is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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 August 28, 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: August 28, 2018

CV SCIENCES, INC.

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

CV Sciences, Inc. Responds to Class Action Lawsuit

LAS VEGAS, August 28, 2018 (GLOBE NEWSWIRE) -- [CV Sciences, Inc.](#) (OTCQB:CVSI) (the “Company”, “CV Sciences”, “our”, “us” or “we”) has been informed of a class action lawsuit filed against the Company that alleges violations of federal securities laws. The Company disputes the allegations in the complaint and will vigorously defend this lawsuit.

“We believe that any claims alleging violations of securities laws by the Company are without merit and we intend to vigorously defend our position,” stated Joseph Dowling, Chief Executive Officer of CV Sciences.

The lawsuit piggy-backs on allegations made in a public “report” by Citron Research, a firm that sources indicate is run by an activist short seller. Citron issued its report on Monday, August 20th, after the Company’s stock had risen more than 25% in the day.

Both the Citron report and the newly filed lawsuit allege, in pertinent part, that the Company violated securities laws by failing to disclose that it had received notice from the United States Patent and Trademark Office (USPTO) that its pending patent application, U.S. Patent Application No. 15/426,617 (the ‘617 Application), had been “finally rejected” by the USPTO. The complaint draws the conclusion that this notice from the USPTO terminated the Company’s patent application, and that the Company’s efforts to obtain patent protection for the inventions disclosed in the ‘617 Application have therefore failed.

“The conclusions in the complaint and in the ‘report’ by Citron Research are outright false, and demonstrate either an ignorance, a disregard, or both, of the basics of patent prosecution,” stated Mr. Dowling. “A ‘final rejection’ in the context of patent prosecution is anything but final. It by no means indicates that the applicant has failed in its efforts to obtain an issued patent.” We will continue to prosecute the ‘617 Application and plan to file and prosecute several more applications related to the inventions described in the ‘617 Application.”

Mr. Dowling continued, “While the end result is not assured, both the Company and our patent counsel at Banner & Witcoff continue to have comfort that we will obtain an issued patent pursuant to the ‘617 Application.”

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 ([PlusCBD Oil™](#)) to a range of market sectors. CV Sciences, Inc. has primary offices and facilities in San Diego, California and Las Vegas, Nevada. 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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