

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **May 1, 2019**

**ZIVO BIOSCIENCE, INC.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>000-30415</u>	<u>87-0699977</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**2804 Orchard Lake Road, Suite 202, Keego Harbor, Michigan 48320**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(248) 452-9866**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

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**Item 5.03 Amendments to the Article of Incorporation or Bylaws; Changes in Fiscal Year**

On May 1, 2019, the shareholders of Zivo Bioscience, Inc. approved Articles of Amendment (the “Articles of Amendment”) amending the Company’s Articles of Incorporation to increase the number of the Company’s authorized shares of common stock from 700,000,000 to 1,200,000,000. The Articles of Amendment were filed with the Secretary of State of the State of Nevada on, and effective as of, May 3, 2019. A copy of the Articles of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the annual meeting of the shareholders of Zivo Bioscience, Inc. on May 1, 2019, shareholders: (1) elected the five nominees for Board of Directors to serve until the next annual meeting of shareholders in 2017 and until his/her successor is elected and qualified; and (2) approved the proposal to amend the Company’s Articles of Incorporation to increase the authorized shares of common stock from 700,000,000 to 1,200,000,000. The results of the voting are shown below.

**Proposal 1 – Election of Directors**

<u>Nominees</u>	<u>Votes For</u>	<u>Withhold</u>
Christopher D. Maggiore	74,511,726	881,319
Nola E. Masterson	74,059,406	1,333,639
John B. Payne	74,108,406	1,284,639
Philip M. Rice II	73,989,306	1,403,739
Robert O. Rondeau	73,921,406	1,474,639

**Proposal 2 – Increase in Authorization of Shares from 700,000,000 to 1,200,000**

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>
133,137,553	19,656,077	379,989

**Item 9.01 Financial Statements and Exhibits****(d) Exhibits.**

<u>No.</u>	<u>Description</u>
<a href="#">3.1</a>	Articles of Amendment, as filed with the Secretary of State of the State of Nevada on May 2, 2019.

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**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: May 7, 2019

ZIVO BIOSCIENCE, INC.

By: /s/ PHILIP M, RICE II  
Philip M. Rice, II  
Chief Financial Officer

Exhibit 3.1



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 884-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20190193623-16</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>05/02/2019 8:55 AM</b>
	Entity Number <b>C1851-1983</b>

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

ZIVO BIOSCIENCE, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 4.

The total authorized capital stock of the corporation is 1,200,000,000 shares of Common Stock, with a par value of \$0.001. All stock, when issued, shall be deemed fully paid and nonassessable. No cumulative voting, on any matter to which Stockholders shall be entitled to vote, shall be allowed for any purpose.

The authorized stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall, from time to time, determine. Stockholders shall not have preemptive rights to acquire unissued shares of stock of the corporation.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

133,137,553

4. Effective date and time of filing: (optional) Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer Philip M. Rice, II, Chief Financial Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-Affair  
Rev/Issd: 1-5-15