

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): March 17, 2021

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.)

<u>2804 Orchard Lake Road, Suite 202, Keego Harbor Michigan</u>	<u>48320</u>
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (248) 452-9866

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	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 7.01 Regulation FD Disclosure.

On March 17, 2021, Zivo Bioscience, Inc. (the “Company”) posted an updated corporate presentation to its website at <https://ir.zivobioscience.com/presentations>, which the Company may use from time to time in communications or conferences. A copy of the corporate presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”).

The information in this Report, including Exhibit 99.1 hereto, is furnished pursuant to Item 7.01 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 that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The Company’s submission of this Report shall not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

This Report and Exhibit 99.1 hereto contain forward-looking statements within the meaning of the federal securities laws. These forward looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other reports of the Company filed with the Securities and Exchange Commission, including that actual events or results may differ materially from those in the forward-looking statements.

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

Number	Exhibit Description
<u>99.1</u>	Company Presentation, dated March 17, 2021

SIGNATURE

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.

ZIVO BIOSCIENCE, INC.

Dated: March 17, 2021

By: /s/ Keith Marchiando
Keith Marchiando
Chief Financial Officer, Secretary and Treasurer

Transformative Opportunities in Immune Health Therapeutics & Nutrition



March 2021



www.zivobioscience.com

Safe Harbor Statement

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this presentation are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to statements regarding:

- The Company's ability to raise the funds we need to continue our operations;
- The Company's goal to begin to generate revenues and become profitable;
- Regulation of our product;
- Market acceptance of our product and derivatives thereof;
- The results of current and future testing of our product;
- The anticipated performance and benefits of our product;
- The Company's ability to generate licensing fees; and
- The Company's financial condition or results of operations

In some cases, you can identify forward-looking statements by terms such as "may", "will", "should", "could", "would", "expects", "plans", "anticipates", "believes", "estimates", "projects", "predicts", "potential" and similar expressions intended to identify forward looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this presentation to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. We qualify all of our forward-looking statements by these cautionary statements.

THE INFORMATION IN THIS PRESENTATION IS PROVIDED TO YOU SOLELY FOR INFORMATIONAL PURPOSES AND IS NOT AN OFFER TO BUY OR SELL, A SOLICITATION OF AN OFFER TO BUY OR SELL, ANY SECURITY OR INSTRUMENT OF THE COMPANY, OR TO PARTICIPATE IN ANY INVESTMENT ACTIVITY OR TRADING STRATEGY.



What do all these global health issues have in common?



Drug-resistant pathogens
Autoimmune Disorders
Sepsis/Toxic Shock
Poultry Coccidiosis
Antibiotic residues in dairy products
e. Coli contamination Antibiotic-laced meat
Bovine Mastitis
Type 1 Diabetes Arthritis
Multiple Sclerosis Necrotic enteritis
Irritable Bowel Syndrome (IBS)
Lupus & ALS *Salmonella contamination*
Cytokine Storm
Botulism Graves' Disease
Porcine Reproductive Syndrome



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They begin and
end with the
Immune System



Billions spent on therapeutics, medicines, additives and ingredients

Human Market Annualized

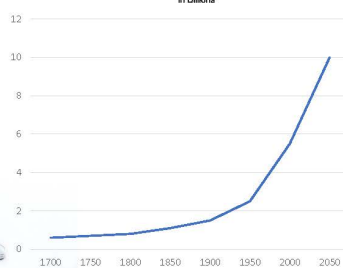
Spanning years 2017-2020

Antibiotics	\$40.0B	4.5% CAGR
Eubiotics	\$5.8B	7.3% CAGR
Autoimmune	\$110.0B	4.2% CAGR
Antidiabetic	\$78.7B	6.1% CAGR

Immune-related and infectious diseases represent a vast range of health issues affecting millions of humans and animals. New applications in pharma, food and nutraceuticals are continually introduced into this growing market



World Population 1700 C.E. to 2050 C.E.
In Billions



Billions spent on therapeutics, medicines, additives and ingredients

Poultry Market Annualized

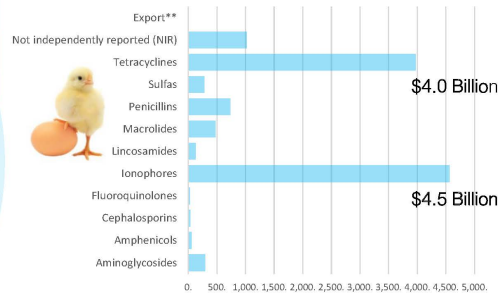
Spanning years 2016-2019


Vaccines -	\$2.0B	6.2% CAGR
Phytogenics -	\$754.0M	7.7% CAGR
Eubiotics -	\$1.6B	8.1% CAGR
Ionophores	\$1.2B*	3.2% CAGR

*Primarily Ionophores

Our global food supply is reliant on antimicrobials, antibiotics and feed chemicals to increase production of animal food products, creating the potential for drug-resistant bugs and the presence of unmetabolized drugs or chemicals in the food at our dinner table

Antimicrobial Drugs for Livestock 2018 US - Only





ZIVO Bioscience, Inc.
A new path to optimal health

We are creating novel
drug candidates, food
additives and functional
ingredients designed to
boost immune health in
humans and animals



A two-tiered approach to human and animal immune health

Biotech
Biotechnology

Molecules
Compounds
Complexes



AgTech
Agricultural Technology
Dry Mixes

Algal Biomass
Extracts

Pharma - Biotech

- Patent-pending immune modulator may create a new class of therapeutics or immune products for humans, animals
- Potential impact in multibillion-dollar global animal products and dairy products market sectors

Nutrition - Agtech

- Patented, proprietary algal bioproducts aimed at rapidly-growing global demand for plant-based immune & gut health
- Sustainable, non-GMO functional food, feed and beverage ingredients represent novel advances in phytogenics and eubiotics



Toll-Like Receptor 4 (TLR4)

TLR4

Cell Membrane

ZIVO is conducting optimization of a novel immune modulating molecular complex for human and animal therapeutics and regulated immune products

Interior of Immune Cell

Cytokines

Bacteria

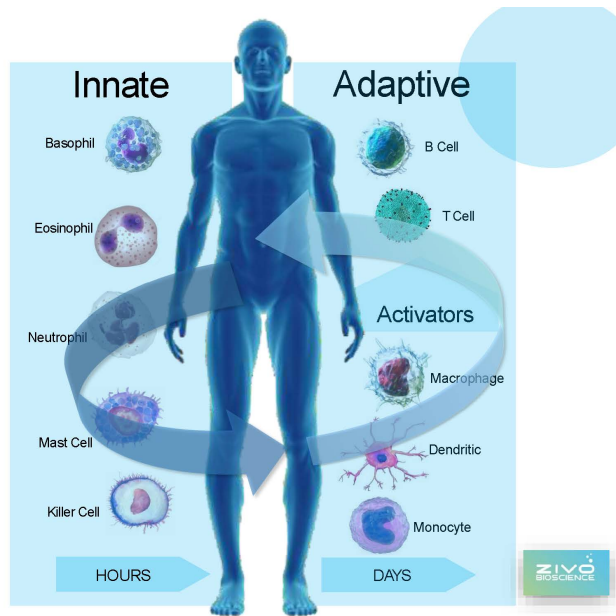


ZIVO Product Claims

Immune & Metabolic Health

ZIVO-sponsored *in vitro* and *in vivo* studies and analyses point toward

- A potentially new superfood
- A novel topical skin health product
- A functional food ingredient
- Support of a healthy immune response
- Support of a healthy microbiome
- GRAS self-affirmed for immediate sale in the US



What we've accomplished to date

Biotech

Biotechnology

Molecules
Compounds
Complexes

Q4 2019 – Q1 2021

Immune Modulating Molecules

- TLR-4 immune modulator announced Q4 2019
- Ten (10) patents filed since Q4 2019
- Manufacturing Proof of Concept confirmed Q4 2020

Poultry Digestive Health

- Seventeen (17) major *in vivo* studies evaluating efficacy and safety, most recently Q4 2020
- Histopathology exams of 6,560 intestinal samples
- Licensing deals in discussion for next-gen products that address coccidiosis and feed conversion

Bovine Mastitis

- Two (2) multianalyte *in vivo* studies of mastitis-inducing pathogens, most recently *staph aureus*
- Zoetis option/collaboration extended to Q3 2021

AgTech

Agricultural Technology

Algal Biomass
Extracts
Dry Mixes

Product Development Facilities

- Lab opened in Ft. Myers, FL for cultivation optimization and product development, designed specifically for ZIVO algae and cultures

Production & Cultivation

- Engineering, computer fluid dynamics modeling completed Jan 2021, resulting in 15-fold decrease in energy consumption during cultivation
- Pilot algae production in Ica, Peru Q2 2020
- Principal engineering and facilities planning completed for Mexico production site Q4 2020

Product Development & Compliance

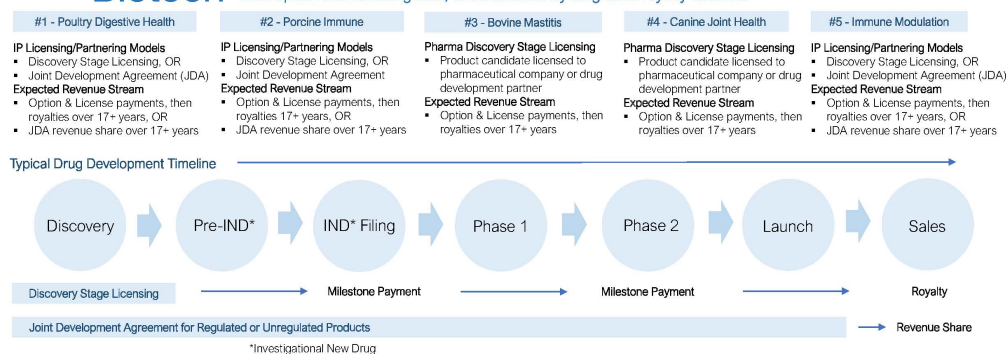
- Topical skin product testing started Q3 2020
- Pre-clinical efficacy claims studies planned for ingestible and topical products



Business Models & Market Verticals

Biotech

ZIVO intends to license its proprietary molecules or bioproducts and derive near-term revenues from option and licensing fees, to be followed by long-term royalty streams



Business Models & Market Verticals



AgTech

ZIVO intends to outsource production of algal biomass, and derive near-term revenues from distribution fees and licensing fees, followed by long-term distribution and joint-venture revenues

Skin Health/Anti-Aging Products	Aquaculture	Joint/Exertion Recovery	Organic Poultry Feed Ing.	Food/Beverage Ingredient
Joint Venture Model <ul style="list-style-type: none"> 50/50 gross margin split with JV partners for exclusive verticals Fees, Advances and Revenues <ul style="list-style-type: none"> Licensed regional distribution fees Revenues from ingredient and formulated product sales 	Licensed Distribution Model <ul style="list-style-type: none"> Distributor model for US/EU Fees, Advances and Revenues <ul style="list-style-type: none"> No fees, advances anticipated Revenues from ingredient and formulated product sales 	Licensed Distribution Model <ul style="list-style-type: none"> Distributor model for US/EU Fees, Advances and Revenues <ul style="list-style-type: none"> Licensed regional distribution fees Revenues from ingredient and formulated product sales 	Joint Marketing Model <ul style="list-style-type: none"> 50/50 gross margin split with exclusive marketing partner Fees, Advances and Revenues <ul style="list-style-type: none"> No fees, advances anticipated Revenues from ingredient sales 	Licensed Distribution Model <ul style="list-style-type: none"> Distributor model for US/EU Fees, Advances and Revenues <ul style="list-style-type: none"> Licensed regional distribution fees Revenues from ingredient and pre-blended ingredient sales



Leadership Team

Andrew A. Dahl - President and CEO

Over 30 years experience in business case development, marketing planning and business development. He brings Fortune 500 rigor and diligence to early-stage life science companies, setting priorities, shaping business models and facilitating resources to drive toward the Company's overall business objectives.

Keith R. Marchiando – CFO

25 years of functional experience and technical knowledge in corporate finance, planning, and accounting for manufacturing and technology firms. He holds broad responsibilities for all finance functions, HR, legal and IT matters. Mr. Marchiando is also corporate secretary and reporting/compliance officer.

William P. Pfund, MS - VP R&D

Wide-ranging career in Big Pharma, life science startups and contract research orgs. Responsible for all R&D strategies aimed at developing and validating novel therapeutics and product candidates from ZIVO's proprietary bioproducts, leveraging specific expertise in analytical, *in vitro*, and *in vivo* sciences.

Harlan L. Miller III, PhD – VP Technology and Global Supply

Dr. Miller is a recognized expert in algal production systems, previously as Sr. Technology Director - Algenol Biotech, LLC. He manages international farm conversions SuperFarm engineering and global tech support, and also directs cultivation science and product development at Ft. Myers research facility.

Amy E Steffek, PhD - Director R&D

Over 20 years in life science startups ranging across clinical/analytic research, study coordination and regulatory compliance. Dr. Steffek manages multiple research studies, analyses and reporting of research findings pertaining to the Company's proprietary, naturally derived compounds and bioactive molecules

Casey W. Fowler, MS - VP Operations

With a decade of managing IP assets, Mr. Fowler manages all IP strategy and assets, as well as operational functions for design and implementation of business strategies, plans and procedures. Additionally, Mr. Fowler leads several specific strategic imperatives at the direction of the executive team.



Growth Prospects & Comparatives

Biotech

ZIVO intends to license its proprietary molecules or bioproducts and look for opportunities to fully monetize its intellectual property portfolio across multiple applications

#1 - Poultry Digestive Health

Therapeutic/Immune Product Comp

- Poultry therapeutics market expected to reach **\$10.0B** by 2027
- Zoetis launches Poulvac Procerta vaccine in January 2021
- Boehringer Ingelheim launches Vaxotek vaccine in US market in January 2020

#2 - Porcine Immune

Therapeutic/Immune Product Comp

- Prevtec produces anti-diarrheal vaccines and antimicrobials
- Elanco acquires Prevtec in a 2019 all-cash **\$60.0M** deal plus **\$16.0M** sales milestone incentive

#3 - Bovine Mastitis

Therapeutic/Immune Product Comp

- NovaQuest and Mileutis sign **\$20.0M** development deal for peptides to protect cow udders
- Merck launches ShutOut teat sealant in February 2020

#4 - Canine Joint Health

Therapeutic/Medicinal Comp

- Aratana veterinary NSAID Galliprant licensed to Elanco
- In 2019, Elanco acquires Aratana after successful market debut in a **\$245.0M** deal

#5 - Immune Modulation

Therapeutic/Medicinal Comp

- Pandion Therapeutics in clinical trials to validate novel autoimmune therapeutic candidates
- Merck to acquire Pandion Feb 2021 in proposed **\$1.85B** stock swap

AgTech

ZIVO intends to outsource production of algal biomass and derive revenues from reselling biomass and joint ventures that create and market formulated products featuring ZIVO natural biomass products

Skin Health/Anti-Aging Products

Skin Care Product Comp

- Tatcha offers moisturizers, facial cleansers and cleansing oils
- 2018 sales of \$70.0M
- The Unilever Group acquires Tatcha in **\$550.0M** all-cash deal

Aquaculture

Feed Product JV Comp

- Cargill and Calysta open fish/animal feed production plant in Memphis in 2017
- Calysta and Addissee open feed production plant in China Jan 2021

Joint/Exertion Recovery

Formulated Product Comp

- GaiNFul raises \$7.5M Series A round in January 2021 for a personalized protein powder mix
- PepsiCo acquires CytoSport from Hormel for \$465M, which includes Muscle Milk and Evolve Protein brands

Organic Poultry Feed

Probiotic Ingredient Comp

- Osprey Biotechnics produces key components for Phibro
- Provia Prime microbial product
- Phibro Animal Health recently acquired Osprey in **\$55.0M** cash plus sales incentives

Food/Beverage Ingredient

Licensed Ingredient Comp

- Lonza acquired InterHealth and its Super CitriMax brand in 2016
- Lonza licenses the Super CitriMax CLA additive to multiple food and beverage products worldwide as a weight-loss active ingredient



Where We're Headed – Goals for 2021 and Beyond

Biotech

Molecules
Compounds
Complexes
Biotechnology

Poultry Digestive Health

- Prospective licensing or joint development deal
- Continue refinement of poultry product candidates
- Productize, commercialize successful market entry

Immune Modulating Product

- Commercial scale ramp-up of bioactive molecules
- Begin testing in swine and canine models

Intellectual Property Portfolio

- Targeting 50+ patents pending across the globe
- Zoetis option/collaboration extended to Q3 2021

AgTech

Algal Biomass
Extracts
Dry Mixes
Agricultural Technology

Strategic Partnerships & Regional Distributors

- Establish regional distributorships in US, EU, ME, SEA, LATAM to build sales channels
- Form JVs to create new marketing channels, products

Production & Global Supply Chain

- Recruit agribusinesses globally as licensed growers
- Establish global supply chain with QC compliance
- Expand ZIVO algae production in LATAM

Product Development & Compliance

- Planned launch of functional food ingredient in US, EU
- Topical skin health ingredient and formulated product launch in US, UK pending regulatory approvals



In Summary

A common platform in two divergent sectors. Each is primed for growth.

Biotech
Biotechnology

Therapeutic Innovations

Scientific Credibility

Human & Animal Applications

AgTech

Agricultural Technology

A Functional Superfood That Actually Tastes Good

Sustainable & Responsible Cultivation

Growing Demand for Immune and Gut Health

