

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ZIVO BIOSCIENCE, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

5912
(Primary Standard Industrial
Classification Code Number)

87-0699977
(I.R.S. Employer
Identification Number)

2804 Orchard Lake Rd., Suite 202
Keego Harbor, MI 48320
(248) 452 9866

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Keith R. Marchiando
Chief Financial Officer
ZIVO Bioscience, Inc.
2804 Orchard Lake Rd., Suite 202
Keego Harbor, MI 48320
(248) 452 9866

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Donald J. Kunz, Esq.
Emily J. Johns, Esq.
Honigman LLP
2290 First National Building
600 Woodward Avenue
Detroit, MI 48226-3506
(313) 465-7454

Leslie Marlow, Esq.
Hank Gracin, Esq.
Patrick J. Egan, Esq.
Gracin & Marlow, LLP
The Chrysler Building
405 Lexington Avenue, 26th Floor
New York, NY 10174
(212) 907-6457

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-251221

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(7)	Amount of Registration Fee(3)
Units consisting of shares of the Registrant's Common Stock, par value \$0.001 per share ("Common Stock"), and warrants to purchase shares of Common Stock	\$2,645,000	\$288.57
Warrants to purchase Common Stock included as part of the Units(2)(4)	-	-
Common Stock included as part of the Units(2)(5)	-	-
Common Stock issuable upon exercise of the warrants included as part of the Units(2)(6)	\$2,909,500	\$317.43
Underwriter warrants to purchase Common Stock (7)	-	-
Common Stock issuable upon exercise of the underwriter warrants(5)(7)	\$202,400	\$22.08
Total	\$5,756,900	\$628.08

- (1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Includes shares and/or warrants that the underwriters have the option to purchase to cover over-allotments, if any.
- (3) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price of all securities being registered.
- (4) Pursuant to Rule 457(i) under the Securities Act, no separate registration fee is required for the warrants because the warrants are being registered in the same registration statement as the securities of the Registrant underlying the warrants.
- (5) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional securities as may be issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (6) Includes shares issuable upon exercise of the warrants that the underwriters have the option to purchase to cover over-allotments, if any.
- (7) The Registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$28,784,500 on a registration statement on Form S-1, as amended (File No. 333-251221), which was declared effective by the Securities and Exchange Commission on May 27, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$5,756,900 is hereby registered.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinions and consents solely to register up to an aggregate of \$5,756,900 in (i) additional shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), (ii) additional warrants to purchase shares of Common Stock, and (iii) shares of Common Stock issuable upon exercise of the warrants. The contents of the Registration Statement on Form S-1 (Registration No. 333-251221), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on May 27, 2021, are incorporated by reference in this Registration Statement (the "Prior Registration Statement"). The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Prior Registration Statement.

Item 16. Exhibits and Financial Statement Schedules.

Exhibit Number	Description
5.1 *	Opinion of Fenmore Craig, P.C.
5.2 *	Opinion of Honigman LLP.
23.1 *	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Fenmore Craig, P.C. (included in Exhibit 5.1).
23.2*	Consent of Honigman LLP (included in Exhibit 5.2).
24.1**	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form S-1 Registration Statement (Registration No. 333-251221), filed by Zivo Bioscience, Inc. on December 9, 2020).

* Filed herewith.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Keego Harbor, State of Michigan, on May 27, 2021.

ZIVO BIOSCIENCE, INC.

By: /s/ Keith Marchiando

Keith Marchiando
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Andrew Dahl</u> Andrew Dahl	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 27, 2021
<u>/s/ Keith Marchiando</u> Keith Marchiando	Chief Financial Officer (Principal Accounting and Financial Officer)	May 27, 2021
* <u>Christopher Maggiore</u>	Director	May 27, 2021
* <u>Nola Masterson</u>	Director	May 27, 2021
* <u>John Payne</u>	Director	May 27, 2021
* <u>Robert Rondeau</u>	Director	May 27, 2021
<u>/s/ Alison Cornell</u> Alison Cornell	Director	May 27, 2021
* By Andrew Dahl as attorney-in-fact:		
<u>/s/ Andrew Dahl</u> Andrew Dahl		

May 27, 2021

Zivo Bioscience, Inc.
2804 Orchard Lake Rd., Suite 202
Keego Harbor, Michigan 48320

Re: Registration on Form S-1 for Zivo Bioscience, Inc.

Ladies and Gentlemen:

We are acting as special Nevada counsel for Zivo Bioscience, Inc., a Nevada corporation (the "Company"), in connection with the registration of additional securities of the Company under a Registration Statement on Form S-1, defined below, as amended, including a Form S-1MEF, by the Company under the Securities Act of 1933, as amended (the "Act"). The S-1MEF relates to the proposed issuance (collectively, the "Offering") of up to: (A) \$2,645,000 of units of Company securities ("Units"), with each Unit consisting of: (i) one share (the "Initial Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), and (ii) a warrant to purchase one share of the Company's Common Stock (the "Warrants") and the shares of the Company's Common Stock to be issued upon exercise of the Initial Warrants (the "Warrant Shares"). The Company is also issuing warrants to the representative of the underwriters or its assigns as additional compensation pursuant to the Underwriting Agreement, defined below (the "Representative's Warrant"), and shares of common stock issuable upon exercise of the Representative's Warrant (the "Representative's Warrant Shares").

We have examined originals or copies of each of the documents listed below:

1. The Articles of Incorporation of the Company, as amended, as certified by an officer of the Company;
2. The Amended and Restated Bylaws of the Company, as certified by an officer of the Company;
3. The form of the Warrant;
4. The form of the Representative's Warrant;
5. Resolutions of the Board of Directors of the Company, dated as of November 27, 2020, the resolutions of the Board of Directors of the Company, dated April 9, 2021, the resolutions of the Board of Directors of the Company, dated May 18, 2021, and the resolutions of the Board of Directors of the Company, dated May 27 2021, as certified by an officer of the Company (collectively, the "Resolutions");
6. Resolutions of the Pricing Committee of the Company's Board of Directors (the "Pricing Committee") dated May 27, 2021, as certified by an officer of the Company as of the date hereof (the "Pricing Resolutions");
7. The form of the Underwriting Agreement to be executed in connection with the Offering by and between the Company and Maxim Group LLC (the "Underwriting Agreement"); and
8. The Registration Statement on Form S-1 (File No. 333-251221) filed by the Company with the Securities and Exchange Commission ("SEC") on December 9, 2020, as amended on April 13, 2021, May 19, 2021, and May 25, 2021, and May 27, 2021 (the "Registration Statement").

We have examined originals or copies of such other corporate records, certificates of corporate officers and public officials and other agreements and documents as we have deemed necessary or advisable for purposes of this opinion letter. We have relied upon the certificates of all public officials and corporate officers with respect to the accuracy of all factual matters contained therein.

Without limiting the generality of the foregoing, in our examination, we have, with your permission, assumed without independent verification, that (i) all documents submitted to us as originals are authentic, the signatures on all documents that we examined are genuine, and all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies conform to the original document; and (ii) all corporate records made available to us by the Company and all public records we have reviewed are accurate and complete.

We note that the Board of Directors of the Company or the Pricing Committee pursuant to authority delegated to it by such Board of Directors has reserved, and will continue to maintain reserved, a sufficient number of its duly authorized, but unissued, shares of the Company's Common Stock as is necessary to provide for the issuance of the Offered Shares and Warrant Shares.

Based on the foregoing, and subject to the qualifications, exceptions, and limitations set forth herein it is our opinion that:

1. Issuance of the Offered Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Registration Statement, the Underwriting Agreement, the Resolutions, and the duly adopted resolutions of the Pricing Committee setting the price per share of the Units, the Offered Shares will be validly issued, fully paid and nonassessable.
2. Issuance of the Warrant Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the respective Warrant, the Resolutions, and the duly adopted resolutions of the Pricing Committee setting the exercise price of the Warrants, the Warrant Shares will be validly issued, fully paid and nonassessable.
3. Issuance of the Representative's Warrant has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the Registration Statement, the Underwriting Agreement, and the duly adopted resolutions of the Pricing Committee setting the price per Representative's Warrant and the exercise price thereof, the Representative's Warrant will be validly issued.
4. Issuance of the Representative's Warrant Shares has been duly authorized by the Company and, when issued and paid for in accordance with the terms of the respective Representative's Warrant, the Representative's Warrant Shares will be validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any jurisdiction other than the laws of the State of Nevada. The opinions expressed above concern only the effect of the laws (excluding the principles of conflict of laws) of the State of Nevada currently in effect. We assume no obligation to supplement this opinion if any applicable laws change after the date of this opinion, or if we become aware of any facts that might change the opinions expressed above after the date of this opinion.

This opinion is issued in the State of Nevada. By issuing this opinion, Fennemore Craig, P.C. (i) shall not be deemed to be transacting business in any other state or jurisdiction other than the State of Nevada and (ii) does not consent to the jurisdiction of any state other than the State of Nevada. Any claim or cause of action arising out of the opinions expressed herein must be brought in the State of Nevada. Your acceptance of this opinion shall constitute your agreement to the foregoing.

We consent to your filing of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K. The opinions expressed in this letter are rendered as of the date hereof, and we express no opinion as to circumstances or events that may occur subsequent to such date. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Offered Shares, the Warrants, the Warrant Shares, the Representative's Warrant, or the Representative's Warrant Shares.

Very truly yours,

/s/ Fennemore Craig, P.C.

FENNEMORE CRAIG, P.C.

May 27, 2021

Zivo Bioscience, Inc.
2804 Orchard Lake Rd., Suite 202
Keego Harbor, MI 48320

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Zivo Bioscience, Inc., a Nevada corporation (the "**Company**"), in connection with preparing and filing with the Securities and Exchange Commission (the "**Commission**") pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), of a Registration Statement on Form S-1 (File No. 333-251221) and each amendment thereto and the preparation and filing with the Commission pursuant to Rule 462(b) of the Securities Act, of a Registration Statement on Form S-1 (collectively, as amended and supplemented from time to time, the "Registration Statement") relating to the offer and sale by the Company of (i) up to \$13,800,000 in the aggregate sale price of (A) units, each consisting of one share (collectively, the "**Initial Primary Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), and one warrant (collectively, "**Initial Purchaser Warrants**"), to purchase a share of Common Stock (the "**Initial Units**"), and (B) the Initial Primary Shares and Initial Purchaser Warrants underlying the Initial Units, (ii) up to an additional \$2,070,000 in the aggregate sale price of (A) units, each consisting of one share (collectively, the "**Overallocation Shares**", and together with the Initial Primary Shares, the "**Primary Shares**") of Common Stock and one warrant (collectively, the "**Overallocation Warrants**", and together with the Initial Purchaser Warrants, the "**Purchaser Warrants**") to purchase a share of Common Stock (the "**Overallocation Units**", and together with the Initial Units, the "**Units**") for which the underwriters have been granted an over-allotment option, and (B) the Overallocation Shares and the Overallocation Warrants underlying the Overallocation Units, and (iii) (A) shares of Common Stock issuable upon exercise of the Purchaser Warrants issued under the Units (the "**Purchaser Warrant Shares**"), (B) warrants to purchase shares of Common Stock issuable to the representative of the underwriters in connection with the offering (the "**Representative's Warrants**" and, together with the Purchaser Warrants, the "**Warrants**"), and (C) a number of shares of Common Stock equal to 8.0% of the total number of Primary Shares, issuable upon exercise of the Representative's Warrants (the "**Representative's Warrant Shares**" and, together with the Purchaser Warrant Shares, the "**Warrant Shares**"). The Units are to be sold to the underwriters for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement referred to in the Registration Statement (the "**Underwriting Agreement**"). The Purchaser Warrants will be issued under a Warrant Agency Agreement (the "**Warrant Agency Agreement**") between the Company and Direct Transfer LLC, as warrant agent (the "**Warrant Agent**").

We have assumed that the sale of the Units, the Primary Shares and the Warrants and the exercise price of the Purchaser Warrants and the Representative's Warrants will be at a price established by the Pricing Committee of the Board of Directors of the Company at a price no less than the minimum price authorized by the Board of Directors as of the date hereof, in accordance with the Nevada Private Corporations law. We have also assumed that (i) the Primary Shares, when offered, sold, issued and delivered by the Company as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement (including, without limitation, the payment in full of all applicable consideration therefor), against payment therefore, will be validly issued, fully paid and non-assessable, and (ii) the Warrant Shares, when they and the Warrants are offered, sold, issued and delivered by the Company as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement and the Warrants (including, without limitation, the payment in full of all applicable consideration therefor, including the exercise price, and issuance and delivery to the persons exercising the Warrants of certificates for the underlying Warrant Shares in the form approved by the Company's Board of Directors), against payment therefore, will be validly issued, fully paid and non-assessable. With respect to the Warrant Shares, we express no opinion to the extent that, notwithstanding the Company's current reservation of shares of Common Stock, future issuances of securities of the Company, including the Warrant Shares, and/or anti-dilution adjustments to outstanding securities of the Company, including the Warrants, may cause the Warrants to be exercisable for more shares of Common Stock than the number that then remain authorized but unissued and available for issuance.

We have also assumed that the Company (a) is a corporation validly existing and in good standing under the laws of the State of Nevada, and (b) has the requisite corporate power and authority to execute and deliver, and to perform its obligations under, the Underwriting Agreement, the Warrants and the Units and to effect the reverse stock split of the Company's shares of Common Stock (the "Reverse Stock Split") as described in the Registration Statement and the related prospectus and (c) that the Company will have effected the Reverse Stock Split prior to the closing of the offering. We have also assumed that (x) the execution, delivery and performance by the Company of the Underwriting Agreement, Warrants and Units and the Reverse Stock Split (i) have been duly authorized by all necessary corporate action by the Company, the Company has taken all action necessary to authorize and approve the Reverse Stock Split of its Common Stock on the basis of one share for every 80 shares of common stock, no further approval or authorization of any stockholder, the Board of Directors or others is required in order to effect the Reverse Stock Split and (ii) do not violate the Articles of Incorporation, as amended, or the Amended and Restated Bylaws of the Company or any applicable Nevada law, and (y) the Underwriting Agreement, Warrants and Units have been duly executed and delivered by the Company to the extent such execution and delivery is governed by Nevada law.

We note that various matters concerning the Company and Nevada law are addressed in the opinion letter of Fennemore Craig, P.C., separately filed, and we express no opinion with respect to those matters.

For the purpose of rendering this opinion, we examined originals or copies of such documents as we deemed relevant. In conducting our examination, we assumed, without investigation, the genuineness of all signatures, the correctness of all certificates, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted as certified or photostatic copies, and the authenticity of the originals of such copies, and the accuracy and completeness of all records made available to us by the Company.

Our opinion is limited solely to matters set forth herein. The law covered by the opinion expressed herein is limited to the internal laws of the State of New York as it relates to the Units, the Purchaser Warrants and the Representative's Warrants.

Based upon our examination of such documents and other matters as we deem relevant, we are of the opinion that:

1. The Units, when offered, sold, issued and delivered by the Company as described in the Registration Statement and the related prospectus and in accordance with, and in the manner set forth in, the Underwriting Agreement (including, without limitation, the payment in full of all applicable consideration therefor) and the Purchaser Warrants, against payment therefor, will constitute binding obligations of the Company to the extent governed by New York law.
2. The Purchaser Warrants, when offered, sold, issued, duly executed and delivered by the Company and the Warrant Agent in accordance with and in the manner described in the Registration Statement, the Underwriting Agreement, the Warrant Agency Agreement and the Purchaser Warrants, will constitute binding obligations of the Company.
3. The Representative's Warrants, when offered, sold, issued, duly executed and delivered by the Company in accordance with and in the manner described in the Registration Statement, the Underwriting Agreement and the Representative's Warrant, will constitute a binding obligation of the Company.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Honigman LLP

Honigman LLP

DJK/EJJ/RZK/GSW

Honigman LLP 2290 First National Building 660 Woodward Avenue Detroit, Michigan 48226-3506

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 25, 2021 relating to the consolidated financial statements of Zivo Bioscience, Inc. (the “Company”), which is included in the Company’s Registration Statement on Form S-1 (333-251221). Our report contains an explanatory paragraph regarding the Company’s ability to continue as a going concern.

We also consent to the reference to us under the caption “Experts” in the Registration Statement on Form S-1 (File No. 333-241221) incorporated by reference in this Registration Statement.

/s/ WOLINETZ, LAFAZAN & COMPANY, P.C.

Rockville Centre, New York
May 27, 2021