

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): October 12, 2021

ZIVO BIOSCIENCE, INC.

(Exact name of Registrant as Specified in Its Charter)

<u>Nevada</u> (State or Other Jurisdiction of Incorporation)	<u>000-30415</u> (Commission File Number)	<u>87-0699977</u> (IRS Employer Identification No.)
<u>2804 Orchard Lake Road, Suite 202, Keego Harbor Michigan</u> (Address of Principal Executive Offices)		<u>48320</u> (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>
<u>Common Stock, par value \$0.001 per share</u>	<u>ZIVO</u>	<u>The Nasdaq Stock Market</u>
<u>Warrants to purchase shares of Common Stock, par value \$0.001 per share</u>	<u>ZIVOW</u>	<u>The Nasdaq Stock Market</u>

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 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting (the “Annual Meeting”) of stockholders of Zivo Bioscience, Inc. (the “Company”) on October 12, 2021, stockholders (i) elected five directors to the Company’s Board of Directors (the “Board”) to serve a one-year term until the 2022 annual meeting of stockholders, (ii) ratified the appointment of Wolinetz, Lafazan & Company, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021, (iii) approved the Company’s the adoption of the Zivo Bioscience, Inc. 2021 Equity Incentive Plan, and (iv) approved (on an advisory basis) the compensation of the Company’s named executive officers. Proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on September 13, 2021, as supplemented on September 22, 2021.

A total of 5,624,833 shares of the Company’s common stock were present at the meeting in person or by proxy, which represents approximately 60.6% of the shares of common stock outstanding as of the record date for the Annual Meeting.

The results of the voting are shown below:

Proposal 1—Election of Directors

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Andrew A. Dahl	3,628,107	160,285	1,836,441
Christopher D. Maggiore	3,735,720	52,672	1,836,441
Nola E. Masterson	3,679,971	108,421	1,836,441
John B. Payne	3,713,558	74,834	1,836,441
Alison A. Cornell	3,762,647	25,745	1,836,441

Proposal 2—Ratification of Appointment of Independent Registered Public Accounting Firm

Votes For	Votes Against	Votes Abstain
5,526,523	17,457	80,853

Proposal 3—Approval of the adoption of the Zivo Bioscience, Inc. 2021 Equity Incentive Plan

Votes For	Votes Against	Votes Abstain
3,404,827	217,934	165,631

Proposal 4—Approval (on an advisory basis) of the compensation of the Company’s named executive officers

Votes For	Votes Against	Votes Abstain
3,416,788	220,711	150,893

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.

ZIVO BIOSCIENCE, INC.

By: /s/ Keith Marchiando
Keith Marchiando
Chief Financial Officer

Date: October 14, 2021