

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 26, 2023

**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>21 East Long Lake Road, Suite 100, Bloomfield Hills, Michigan</u> (Address of Principal Executive Offices)		<u>48304</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 LLC</u>
<u>Warrants to purchase shares of Common Stock, par value \$0.001 per share</u>	<u>ZIVOW</u>	<u>The Nasdaq Stock Market LLC</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 3.03. Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws.**

On October 24, 2023, Zivo Bioscience, Inc. (the “Company”) filed a certificate of amendment to its articles of incorporation with the Secretary of State of the State of Nevada (the “Certificate of Amendment”) to (i) effectuate a reverse stock split (the “Reverse Stock Split”) of its issued and outstanding shares of common stock and treasury shares on a 1-for-6 basis and (ii) decrease the number of total authorized shares of Common Stock of the Company from 150,000,000 to 25,000,000 shares. The Certificate of Amendment becomes effective at 5:00 p.m. (Eastern Time) on October 26, 2023 (the “Effective Time”). The action was approved by the Company’s Board of Directors on October 24, 2023.

As of the Effective Time, every 6 shares of issued and outstanding Common Stock will be converted into one share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Instead, a holder of record of old Common Stock as of immediately prior to the Effective Time who would otherwise have been entitled to a fraction of a share is entitled to receive cash in lieu thereof.

The Company’s transfer agent, Issuer Direct Corporation, is acting as the exchange agent for the Reverse Stock Split. The Reverse Stock Split will not alter the par value of the Company’s common stock or modify any voting rights or other terms of the Common Stock.

In addition, pursuant to their terms, a proportionate adjustment will be made to the per share exercise price and number of shares issuable under all of the Company’s outstanding stock options and warrants to purchase shares of Common Stock, and the number of shares authorized and reserved for issuance pursuant to the Company’s equity incentive plan will be reduced proportionately.

The above description of the Certificate of Amendment and the Reverse Stock Split is a summary of the material terms thereof and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1, as filed with the Secretary of State of the State of Nevada on October 24, 2023 (effective as of 5:00 p.m. (Eastern Time) on October 26, 2023).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment filed with the Secretary of State of the State of Nevada</a>
<a href="#">99.1</a>	<a href="#">Press release of the Company, dated October 26, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: October 26, 2023

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

DocuSign Envelope ID: 746FCC1D-502C-4955-A43B-748ABD33C48E



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

Filed in the Office of <i>FV Aguilar</i>	Business Number <b>C1851-1983</b>
Secretary of State State Of Nevada	Filing Number <b>20233581773</b>
	Filed On <b>10/25/2023 1:13:00 PM</b>
	Number of Pages <b>1</b>

## Certificate of Correction

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Name of document with inaccuracy or defect.
3. Filing date of document with inaccuracy or defect.
4. Brief description of inaccuracy or defect.
5. Correction of inaccuracy or defect.
6. Must be signed by Authorized Signer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Zivo Bioscience, Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="C1851-1983"/>		
<b>2. Document:</b>	Name of document with inaccuracy or defect: <input type="text" value="Certificate of Change Pursuant to NRS 78.209"/>		
<b>3. Filing Date:</b>	Filing date of document which correction is being made: <input type="text" value="10/24/2023"/>		
<b>4. Description:</b>	Description of inaccuracy or defect: <input type="text" value="Effectiveness incorrectly stated as 5 p.m. on October 25, 2023."/>		
<b>5. Correction:</b>	Correction of inaccuracy or defect: <input type="text" value="Effectiveness should be as of 5 p.m. on October 26, 2023. See Exhibit A for corrected version."/>		
<b>6. Signature: (Required)</b>	<table style="width: 100%;"> <tr> <td style="width: 60%;">                     DocuSigned by:                        X <input type="text" value="D72E5454C394461..."/>  <b>Signature</b> </td> <td style="width: 40%; text-align: right;"> <input type="text" value="10/25/2023"/>  <b>Date</b> </td> </tr> </table>	DocuSigned by:  X <input type="text" value="D72E5454C394461..."/> <b>Signature</b>	<input type="text" value="10/25/2023"/> <b>Date</b>
DocuSigned by:  X <input type="text" value="D72E5454C394461..."/> <b>Signature</b>	<input type="text" value="10/25/2023"/> <b>Date</b>		

This form must be accompanied by appropriate fees.

## EXHIBIT A TO CERTIFICATE OF CORRECTION



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

**INSTRUCTIONS:**

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <input style="width: 80%;" type="text" value="Zivo Bioscience, Inc."/>	
	Entity or Nevada Business Identification Number (NVID): <input style="width: 20%;" type="text" value="C1851-1983"/>	
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 150,000,000 shares of common stock, par value \$0.001	
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 25,000,000 shares of common stock, par value \$0.001	
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:	
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: <b>The Company will pay cash for fractional shares. Less than 1% of outstanding shares are affected.</b>	
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.	
<b>7. Effective date and time: (Optional)</b>	Date: <input style="width: 150px;" type="text" value="10/26/2023"/>	Time: <input style="width: 100px;" type="text" value="5 p.m. ET"/>
	(must not be later than 90 days after the certificate is filed)	
<b>8. Signature: (Required)</b>	<div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;"> <p><small>DocuSigned by:</small></p> <p><small>FRANCISCO V. AGUILAR</small></p> <p>Signature of Officer</p> </div> <div style="text-align: center;"> <p><input style="width: 100px;" type="text" value="Chief Financial Office"/></p> <p>Title</p> </div> <div style="text-align: center;"> <p><input style="width: 100px;" type="text" value="10/25/2023"/></p> <p>Date</p> </div> </div>	

This form must be accompanied by appropriate fees.  
 If necessary, additional pages may be attached to this form.

**ZIVO Bioscience Announces Reverse Stock Split**

**BLOOMFIELD HILLS, Mich., October 26, 2023** --(BUSINESS WIRE)-- **Zivo Bioscience, Inc. (NASDAQ: ZIVO)** a biotech/agtech R&D company engaged in the development of therapeutic, medicinal and nutritional product candidates derived from proprietary algal cultures, today announced that the Board of Directors of the Company approved a 1-for-6 reverse stock split (the "Reverse Stock Split") of its shares of common stock, par value \$0.001 (the "Common Stock") effective at 5:00 p.m. ET on October 26, 2023 (the "Effective Time"). The Company's Common Stock will begin trading on a split-adjusted basis on October 27, 2023 and will continue to trade on the Nasdaq Capital Market under the existing symbol "ZIVO." The new CUSIP number for the Common Stock following the reverse split is US98978N3098.

As a result of the Reverse Stock Split, every 6 shares of authorized Common Stock will be automatically combined into one share of Common Stock. The Reverse Stock Split will reduce the number of authorized shares of Common Stock from 150,000,000 shares to 25,000,000 shares and the ownership percentage of each stockholder will remain unchanged other than as a result of fractional shares. The Company will pay cash for fractional shares, determined by multiplying such fraction by the closing sales price of the Company's Common Stock as reported on Nasdaq on the last trading day before the Reverse Stock Split becomes effective (on a split-adjusted basis).

As of the Effective Time, proportional adjustments will also be made to the number of shares of Common Stock issuable upon the exercise of the Company's outstanding warrants and stock options and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plan.

The Reverse Stock Split is part of the Company's plan to regain compliance with the Nasdaq Stock Market's continued listing requirements.

**About ZIVO Bioscience**

ZIVO Bioscience is a research and development company with an intellectual property portfolio comprised of proprietary algal and bacterial strains, biologically active molecules and complexes, production techniques, cultivation techniques and patented or patent pending inventions for applications in human and animal health. Please visit [www.zivobioscience.com](http://www.zivobioscience.com) for more information.

**ZIVO Bioscience, Inc.**

Keith Marchiando, Chief Financial Officer  
(248) 452-9866 x130  
[kmarchiando@zivobioscience.com](mailto:kmarchiando@zivobioscience.com)

**LHA Investor Relations**

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