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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Marchiando Keith</u> _____ (Last) (First) (Middle) <u>C/O ZIVO BIOSCIENCE, INC.</u> <u>21 EAST LONG LAKE ROAD, SUITE 100</u> _____ (Street) <u>BLOOMFIELD MI 48304</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zivo Bioscience, Inc. [ZIVO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option to Purchase Common Stock	\$67.2 ⁽¹⁾	06/05/2024		D			27,083 ⁽¹⁾	⁽²⁾	12/31/2030	Common Stock	27,083	⁽³⁾	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$33 ⁽¹⁾	06/05/2024		D			48,000 ⁽¹⁾	⁽⁴⁾	10/20/2031	Common Stock	48,000	⁽³⁾	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$23.64 ⁽¹⁾	06/05/2024		D			10,333 ⁽¹⁾	⁽⁵⁾	08/28/2032	Common Stock	10,333	⁽³⁾	0	D	
Nonstatutory Stock Option to Purchase Common Stock	\$7.96	06/05/2024		A		444,498		⁽⁶⁾	06/04/2034	Common Stock	444,498	⁽³⁾	444,498	D	

Explanation of Responses:

- The share amount and exercise price have been adjusted from the amount reported on a previous Form 4 to reflect a 1 for 80 reverse stock split of the Issuer's stock in May 2021 and a 1 for 6 reverse stock split of the Issuer's stock in October 2023, as applicable.
- The canceled option was fully vested.
- The Issuer canceled options for an aggregate 85,416 shares of the Issuer's common stock granted to the Reporting Person on 1/1/2021, 10/21/2021, and 8/29/2022. In exchange for the canceled options, the Reporting Person received a replacement option, for 444,498 shares, having an exercise price of \$7.96.
- The canceled option was issued pursuant to the 2021 Equity Incentive Plan on 10/21/2021 and vested as follows: 25% upon acceptance of the grant, and 25% on each of the next three calendar anniversaries of the grant.
- The canceled option was issued pursuant to the 2021 Equity Incentive Plan on 8/29/2022 and vested as follows: 25% upon acceptance of the grant, and 25% on each of the next three calendar anniversaries of the grant.
- The option was issued pursuant to the 2021 Equity Incentive Plan and vests as follows: 328,065 immediately upon grant acceptance, 13,551 on July 1, 2024, 13,442 on August 28, 2024, 62,447 on October 21, 2024, 13,551 on January 1, 2025, and 13,442 on August 28, 2025.

/s/ Keith Marchiando 06/06/2024
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.