

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): June 9, 2025

ZIVO BIOSCIENCE, INC.

(Exact name of Registrant as Specified in Its Charter)

Nevada	000-30415	87-0699977
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
2125 Butterfield Road, Suite 100, Troy, Michigan		48084
(Address of Principal Executive Offices)		(Zip Code)

Registrant's Telephone Number, Including Area Code: (48) 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	ZIVO	OTCQB
Warrants to purchase shares of Common Stock, par value \$0.001 per share	ZIVOW	OTC Pink

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 of shareholders (the “Annual Meeting”) of Zivo Bioscience, Inc. (the “Company”) held on June 9, 2025, shareholders (i) elected two Class III directors to the Company’s Board of Directors, each to serve a three-year term until the 2028 annual meeting of shareholders, (ii) ratified the appointment of BDO USA, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025, and (iii) approved (on an advisory basis) the compensation of the Company’s named executive officers. These proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 25, 2025.

A total of 2,507,058 shares of the Company’s common stock were present at the meeting in person or by proxy, which represented approximately 66.11% of the shares of common stock outstanding as of the record date for the Annual Meeting.

According to the final vote, the Company’s shareholders approved all three proposals. The final results of the voting are shown below:

Proposal 1—Election of Two Class III Directors

Nominee	Votes For	Votes Withheld	Broker Non-Votes
John B. Payne	1,681,190	32,957	792,911
Alison A. Cornell	1,681,001	33,146	792,911

Proposal 2—Ratification of the Appointment of the Company’s Independent Registered Public Accounting Firm

Votes For	Votes Against	Votes Abstain
2,438,089	53,549	15,420

Proposal 3—Approval (on an Advisory Basis) of the Compensation of the Company’s Named Executive Officers

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
1,665,583	48,443	121	792,911

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: June 11, 2025