

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): August 12, 2025

ZIVO BIOSCIENCE, INC.

(Exact name of Registrant as Specified in Its Charter)

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|---|---|---|
| <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>2125 Butterfield Road, Suite 100, Troy, Michigan</u> (Address of Principal Executive Offices) | | <u>48084</u> (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:

| <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>OTCQB</u> |
| <u>Warrants to purchase shares of Common Stock, par value \$0.001 per share</u> | <u>ZIVOW</u> | <u>OTCID</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 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 12, 2025, Ms. Nola Masterson notified the Board of Directors of Zivo Bioscience, Inc. of her decision to resign as a member of the Board of Directors, effective immediately. The resignation did not result from any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

Ms. Masterson was the chair of the Nominating and Governance committee and a member of the Audit and Compensation committees.

At this time, the Board of Directors has not named a replacement to fill the open board seat.

The Board of Directors and the Company thank Ms. Masterson for her service and contributions to the Company and the Board of Directors during her tenure.

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: August 18, 2025