

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): March 26, 2026

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>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: (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>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 March 26, 2026, William A. Sullivan announced his intention to resign as Interim Chief Financial Officer of Zivo Bioscience, Inc. (the “Company”), effective Monday, March 30, 2026.

March 26, 2026, Ms. Alison A. Cornell notified the Board of Directors of Zivo Bioscience, Inc. of her decision to resign as a member of the Board of Directors and all committees of the Board, effective immediately. Ms. Cornell served as a member of the Compensation, Nominating and Audit Committees.

The resignations of Mr. Sullivan and Ms. Cornell are made in connection with the Company’s cost-cutting measures, including its decision to deregister its securities and cease public reporting, and do not result from any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

The Board of Directors and the Company thank Mr. Sullivan and Ms. Cornell for their service and contributions to the Company during their tenures.

Item 7.01 Other Events.

On March 27, 2026, the Company issued a press release announcing its intention to file a Form 15 with the Securities and Exchange Commission to suspend the Company’s reporting obligations on March 30, 2026, under Section 13 and 15(d) of the Securities and Exchange Act of 1934, as amended, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 27, 2026, the Company’s Chief Executive Officer issued a letter to the shareholders, a copy of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, and Exhibits 99.1 and 99.2 attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this current report shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission, whether filed before or after the date hereof regardless of any general incorporation language in any such filing, unless we expressly set forth in such filing that such information is to be considered “filed” or incorporated by reference therein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated March 27, 2026
99.2	CEO Letter to Shareholders, dated March 27, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ John Payne
John Payne
Chief Executive Officer

Date: March 27, 2026

ZIVO BIOSCIENCE, INC. ANNOUNCES INTENTION TO FILE FORM 15 TO VOLUNTARILY DEREGISTER AND SUSPEND ITS SEC REPORTING OBLIGATIONS

TROY, Mich.--(BUSINESS WIRE)-- ZIVO Bioscience, Inc. (OTCQB: ZIVO), a biotech and agtech R&D company engaged in the development of therapeutic and nutritional products derived from proprietary algal cultures, today announced that its Board of Directors has determined to voluntarily delist its common stock and warrants from the OTC markets and to terminate its registration with the Securities and Exchange Commission.

After careful consideration, the Board of Directors has determined that the costs and administrative burdens associated with maintaining ZIVO's SEC reporting obligations are no longer in the best interests of the company and its stockholders. The ongoing expenses associated with SEC reporting compliance, including legal, accounting, and administrative costs, place a significant financial burden on ZIVO and divert resources that could otherwise be deployed toward the company's core business operations and strategic objectives. The Board of Directors believes that deregistration will allow ZIVO to reduce significant ongoing compliance costs, redirect financial and management resources toward advancing its business operations and strategic goals, and better position ZIVO to create long-term value for its stockholders.

ZIVO intends to file a Form 15 to deregister its securities and suspend its reporting obligations on or around March 30, 2026. The filing of the Form 15 will suspend ZIVO's reporting obligations under the Securities and Exchange Act of 1934, as amended. As a result of the filing of the Form 15, ZIVO's obligation to file certain Exchange Act reports and forms with the SEC, including Forms 10-K, 10-Q, and 8-K, will immediately cease.

ZIVO remains fully committed to and focused on advancing its animal health and nutrition segments and operations. ZIVO's management team intends to continue executing on its strategic plan and believes that the resources freed from public company compliance obligations will further support ZIVO's ability to achieve its business objectives and deliver value to its stockholders.

About ZIVO Bioscience

ZIVO Bioscience, Inc. 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 for more information.

Forward Looking Statements

Except for any historical information, the matters discussed in this press release contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" and similar expressions or variations of such words are intended to identify forward-looking statements. Forward-looking statements in this press release include our expectations regarding ZIVO's SEC reporting obligations, the potential of ZIVO's product candidates to generate revenues by redirecting resources, progress, strategic options, business goals, and other matters. Although ZIVO believes there is a reasonable basis for each forward-looking statement, we caution you that these statements are based on a combination of facts and factors currently known by us and our expectations of the future, about which we cannot be certain. Our actual future results may be materially different from what we expect due to factors largely outside our control, including risks that our strategic partnerships may not facilitate the commercialization or market acceptance of our products; risks that we will be unable to increase production sufficient to meet demand; risks that our products may not be ready for commercialization in a timely manner or at all; risks that our products will not perform as expected based on results of our preclinical and clinical trials; our ability to raise additional funds; uncertainties inherent in the development process of our products; changes in regulatory requirements or decisions of regulatory authorities; the size and growth potential of the markets for our products; the results of clinical trials; our ability to protect our intellectual property rights; and other risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in our filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this news release and ZIVO undertakes no obligation to revise or update any forward-looking statements for any reason, even if new information becomes available.

ZIVO Bioscience, Inc.

John Payne, Chief Executive Officer
jpayne@zivobioscience.com

Alliance Advisors IR

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ZIVO BIOSCIENCE, INC.
Special Shareholder Letter
From the Office of the CEO — John B. Payne
Troy, Michigan
March 27, 2026

Dear Fellow Shareholders,

I am writing to inform you of a significant and carefully considered decision by the Board of Directors of ZIVO Bioscience, Inc. (“ZIVO” or the “Company”): we intend to deregister the Company’s securities with the Securities and Exchange Commission and cease public reporting. This letter explains the reasoning behind this decision, what it means for shareholders, and how it positions ZIVO for its next phase of growth.

A Decision Made in the Best Interests of Shareholders

After careful deliberation, we have concluded that remaining a public reporting company is no longer in the best interests of our shareholders — particularly at this stage of our development.

The costs associated with maintaining a public listing — SEC compliance, legal, financial reporting, insurance and audit fees, exchange listing requirements, and investor relations obligations — represent a significant and ongoing financial burden. For a company of our size, with revenue still in an early stage, these costs consume a disproportionate share of our resources. Simply put, too much of our capital is flowing to third parties to sustain our public status rather than being deployed to build the business and create value for you, our shareholders.

Additionally, the repeated need to raise capital to fund public reporting expenses has resulted in ongoing shareholder dilution. Each successive financing round, though necessary to keep the Company operating, has reduced the ownership percentage of our existing shareholders. We believe this cycle does not serve you well, and we are committed to breaking it.

Revenue on the Horizon

We are at an inflection point on the AgTech vertical. Through our established distribution relationship, we anticipate meaningful revenue from our AgTech product line in the coming months. We have a distribution partner in place and commercial activity advancing.

As a non-reporting company, we will be in a better position to retain and accumulate that revenue and cash for the direct benefit of the Company, rather than directing it toward the overhead of public company compliance.

Anticipated revenue through our distribution partner, along with the decrease in operating cost, will likely result in positive cash flow (for the first time in the Company’s history).

Business Update

Our underlying business fundamentals remain strong and continue to progress. In our Animal Health division, major global animal health companies are advancing internal due diligence on our non-antibiotic immune-modulating technology, which has proven efficacious in repeated studies. Production, yield, dose titration and interference studies are underway, and our formal partnership and licensing discussions are anticipated once that data is available.

With regard to Avian Influenza, the Department of Agriculture has recently awarded funds to various parties including The University of Georgia. The University of Georgia plans to use our product in various studies to help solve this very serious problem facing the poultry industry.

In our AgTech and Human Nutrition segment, our ZIVO LIFE™ microalgae ingredient has generated commercial interest from formulators globally, and our distribution partner is positioned to generate significant near-term revenue. We are increasing production capacity in anticipation of growing demand.

Our Commitment to You

Our Board of Directors has already taken concrete steps to demonstrate alignment with shareholders: board compensation has been eliminated, and any Board members who invest do so at full market price without discounts or incentives. I personally continue to invest my own capital into ZIVO because I believe in where this Company is headed.

We have spent years advancing ZIVO's science and commercial pipeline. The decision to cease public reporting is a commitment to a better structure for building value, with your interests at the center of every decision.

We will be providing further details regarding the Company's progress in the coming weeks. In the meantime, I welcome your questions and encourage you to reach out through the Company's official channels.

Thank you for your continued trust and support. We look forward to building ZIVO's next chapter together.

Sincerely,

John B. Payne

Chairman, President & Chief Executive Officer
ZIVO Bioscience, Inc.

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