

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**

REGISTRATION STATEMENT NO. 333-265765  
UNDER  
THE SECURITIES ACT OF 1933

**Zivo Bioscience, Inc.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation or organization)

2836  
(Primary Standard Industrial  
Classification Code Number)

87-0699977  
(I.R.S. Employer  
Identification Number)

**2125 Butterfield Road, Suite 100**  
**Troy, MI 48084**  
**(248) 452-9866**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Zivo Bioscience, Inc. 2021 Equity Incentive Plan**  
(Full title of the plans)

**John Payne**  
**Chief Executive Officer**  
**Zivo Bioscience, Inc.**  
**2125 Butterfield Road, Suite 100**  
**Troy, MI 48084**  
**(248) 452-9866**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*  
**Bradley J. Wyatt**  
**Greenberg Traurig, LLP**  
**2375 E. Camelback Rd., Suite 800**  
**Phoenix, AZ 85016**  
**602-445-8507**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging Growth Company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

**EXPLANATORY NOTE  
DEREGISTRATION OF UNSOLD SECURITIES**

Zivo Bioscience, Inc., a Nevada corporation (the “Company”), is filing this Post Effective Amendment No. 1 (the “Post-Effective Amendment”) to the following Registration Statement on Form S-8 (the “Registration Statement”) previously filed with the Securities and Exchange Commission (the “SEC”):

- Registration Statement on Form S-8 (File No. 333-265765) filed on June 22, 2022, originally registering 1,000,000 shares of common stock, par value \$0.001 per share, of the Company (“Common Stock”), issuable pursuant to the Zivo Bioscience, Inc. 2021 Equity Incentive Plan.

On February 15, 2024, the Company’s Common Stock was delisted from the Nasdaq Stock Market LLC (“Nasdaq”). The Company further intends to deregister and terminate its reporting obligations under the Securities and Exchange Act of 1934, as amended. Therefore, the Company has determined to terminate all offerings of securities under the Registration Statement. The Company is filing this Post-Effective Amendment to terminate the effectiveness of the Registration Statement and, in accordance with the undertakings made by the Company in the Registration Statement, to remove from registration any and all securities registered but unsold or otherwise unissued under the Registration Statement as of the date hereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on March 30, 2026.

**ZIVO BIOSCIENCE, INC.**

*/s/ John Payne*

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John Payne

Chief Executive Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.