

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): April 3, 2024

SKYE BIOSCIENCE, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-55136
(Commission File Number)

45-0692882
(I.R.S. Employer Identification Number)

11250 El Camino Real, Suite 100, San Diego, CA 92130
(Address of principal executive offices)

(858) 410-0266
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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
N/A	N/A	N/A

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 7.01 Regulation FD Disclosure.

The following unaudited pro forma balance sheet has been prepared to illustrate the impact of events that followed the close of the Company's year ended December 31, 2023, including (i) the Company's receipt of proceeds from the sale of the securities in private placement transactions that closed on January 31, 2024 and March 13, 2024 and (ii) the sale of real-estate on January 19, 2024. The Company is providing this information to evidence the Company's compliance with the minimum \$5 million stockholders' equity requirement for initial listing on The Nasdaq Capital Market. In that regard, the Company believes that as of the date of this Form 8-K, stockholders' equity exceeds \$5 million.

The unaudited pro forma balance sheet is based on the Company's balance sheet as of December 31, 2023, as contained in the Company's 10-K for the year then ended, filed with the Securities and Exchange Commission on March 22, 2024, adjusted to reflect the subsequent events after the balance sheet date of December 31, 2023, as set out in Note 14 of the 10-K and as described above, as if the events occurred on December 31, 2023.

This unaudited pro forma balance sheet is for informational purposes only, and should be read in conjunction with the more detailed audited condensed consolidated financial statements and related notes thereto included in the Company's Form 10-K for the year ended December 31, 2023.

The information furnished with this report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and it will not be deemed incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Unaudited Pro Forma Balance Sheet of the Company as of December 31, 2023
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.

SKYE BIOSCIENCE, INC.

Dated: April 3, 2024

/s/ Kaitlyn Arsenault

Name: Kaitlyn Arsenault

Title: Chief Financial Officer

SKYE BIOSCIENCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2023	Pro Forma Adjustments	As Adjusted December 31, 2023
ASSETS			
Current assets			
Cash	\$ 1,256,453	\$ 84,680,741	(1)(2) \$ 85,937,194
Restricted cash	9,080,202		9,080,202
Prepaid expenses	425,259		425,259
Other current assets	888,929		888,929
Total current assets	<u>11,650,843</u>	<u>84,680,741</u>	<u>96,331,584</u>
Property, plant and equipment, net	43,276		43,276
Operating lease right-of-use asset	237,983		237,983
Other assets	8,309		8,309
Total assets	<u>\$ 11,940,411</u>	<u>\$ 84,680,741</u>	<u>\$ 96,621,152</u>
LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY			
Current liabilities			
Accounts payable	\$ 1,155,785		\$ 1,155,785
Accrued interest - related party	126,027		126,027
Accrued interest - legal contingency	234,750		234,750
Accrued payroll liabilities	888,381		888,381
Other current liabilities	998,552		998,552
Estimate for legal contingency	6,053,468		6,053,468
Convertible note - related party, net of discount	4,371,998		4,371,998
Operating lease liability, current portion	72,038		72,038
Total current liabilities	<u>13,900,999</u>	<u>—</u>	<u>13,900,999</u>
Non-current liabilities			
Operating lease liability, net of current portion	171,230		171,230
Total liabilities	<u>14,072,229</u>	<u>—</u>	<u>14,072,229</u>
Commitments and contingencies (Note 13)			
Stockholders' (deficit) equity			
Preferred stock, \$0.001 par value; 200,000 shares authorized at December 31, 2023 and 2022; no shares issued and outstanding at December 31, 2023 and 2022	—		—
Common stock, \$0.001 par value; 100,000,000 and 20,000,000 shares authorized at December 31, 2023 and 2022, respectively; 12,349,243 and 3,654,119 shares issued and outstanding at December 31, 2023 and 2022, respectively	12,349	15,714	(1) 28,063
Additional paid-in-capital	102,238,382	83,525,455	(1) 185,763,837
Accumulated (deficit) equity	(104,382,549)	1,139,572	(2) (103,242,977)
Total stockholders' (deficit) equity	<u>(2,131,818)</u>	<u>84,680,741</u>	<u>82,548,923</u>
Total liabilities and stockholders' (deficit) equity	<u>\$ 11,940,411</u>	<u>\$ 84,680,741</u>	<u>\$ 96,621,152</u>

Notes to the Pro Forma Balance Sheet:

This Pro Forma Balance Sheet reflects the Skye Bioscience, Inc. (SKYE) Balance Sheet as reported in the Company's 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission on March 22, 2024, adjusted to reflect the subsequent events after the balance sheet date of December 31, 2023 through the date of filing, as set out in Note 14 of the 10-K as described below:

- (1) The sale of 15,713,664 shares of Common Stock and 9,978,739 pre-funded warrants under the Securities Purchase Agreements dated January 29, 2024 and March 11, 2024 providing total gross proceeds of \$90 million and net proceeds of approximately \$83.5 million net of placement agent fees and offering costs.
- (2) To record the gain from the sale of real estate held by Avalite Sciences, Inc.