

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): May 31, 2015

Nemus 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

(IRS Employer
Identification No.)

650 Town Center Drive, Suite 1770, Costa Mesa, CA 92626

(Address of principal effective offices) (Zip Code)

Registrant's telephone number, including area code: (949) 396-0330

(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 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 31, 2015, the Board of Directors of Nemus Bioscience, Inc. (hereinafter referred to as the "Company", "we," "us" or "our") increased the size of the Board of Directors (the "Board") from four to five directors and appointed Douglas S. Ingram as a director to fill the vacancy created on the Board, such appointment to be effective on June 1, 2015. The Board also created a position of Vice Chairman of the Board and appointed Mr. Ingram to fill that position effective June 1, 2015. Mr. Ingram will be responsible for chairing the Company's compensation and compliance committee which was created by the Board.

Douglas S. Ingram, age 51, served as President of Allergan, Inc. since July 1, 2013 to March 17, 2015, when Allergan, Inc. was acquired by Actavis PLC (NYSE:ACT). With the acquisition, Mr. Ingram assumed the role of special advisor on the executive leadership team at Actavis. He is a board member of The Allergan Foundation. Prior to assuming his role as President, Mr. Ingram served as Allergan's Executive Vice President and President, Europe, Africa and Middle East from August 2010 to June 2013. Prior to that, he served as Executive Vice President, Chief Administrative Officer, and Secretary from October 2006 to July 2010 and led Allergan's Global Legal Affairs, Compliance, Internal Audit and Internal Controls, Human Resources, Regulatory Affairs and Safety, and Global Corporate Affairs and Public Relations departments. Mr. Ingram also served as General Counsel from January 2001 to June 2009 and as Secretary and Chief Ethics Officer from July 2001 to July 2010. During that time, he served as Executive Vice President from October 2003 to October 2006, as Corporate Vice President from July 2001 to October 2003 and as Senior Vice President from January 2001 to July 2001. Prior to that, Mr. Ingram was Associate General Counsel and Assistant Secretary from 1998 and joined Allergan in 1996 as Senior Attorney and Chief Litigation Counsel. Prior to joining Allergan, Mr. Ingram was an attorney at Gibson, Dunn & Crutcher LLP from 1988 to 1996. Mr. Ingram received his Juris Doctorate from the University of Arizona in 1988, graduating *summa cum laude* and Order of the Coif.

Mr. Ingram owns 100,000 shares of the Company's Series A Preferred Stock and warrants to purchase 20,000 shares of the Company's common stock at an exercise price of \$5.00 per share for a term of five years. Mr. Ingram will receive compensation of: (i) \$20,000 as annual cash retainer for attending all meetings of the Board and all committee meetings that he may serve on; (ii) a grant of twenty thousand (20,000) options to purchase common stock with an exercise price equal to fair market value for services as a director; and (iii) a grant of twenty thousand (20,000) options to purchase common stock with an exercise price equal to fair market value for services as chair of the compensation and compliance committee.

Mr. Ingram has no family relationships with any director or executive officer of the Company, and there are no agreements or understandings between Mr. Ingram and any other person pursuant to which he was appointed to the Board. There are no related party transactions between the Company and Mr. Ingram that would require disclosure under Item 404(a) of Regulation S-K under the Securities Act of 1933, as amended.

Mr. Ingram will serve as a director until the next annual meeting of the shareholders of the Company, or until his respective successor is duly elected and qualified or until his earlier death, disqualification, resignation or removal.

In connection with the appointment of Douglas S. Ingram, the Company entered into an indemnification agreement (the "Indemnification Agreements") with Mr. Ingram. The Indemnification Agreement provides, among other things, that the Company will indemnify Mr. Ingram (an "Indemnitee") from all indemnifiable expenses, liability or loss, judgments, fines, ERISA excise taxes and penalties, amounts paid or to be paid in settlement, any interest, assessments, or other charges imposed thereon, and any federal, state, local, or foreign taxes imposed as a result of the actual or deemed receipt of any payments under this Agreement, except for any claims initiated by the Indemnitee against the Company or any director or officer of the Company or unless (i) the Company has joined in or the Board has consented to the initiation of such proceeding; (ii) the proceeding is one to enforce indemnification rights under the Indemnification Agreements; or (iii) the proceeding is instituted after a Change in Control as defined in the Indemnification Agreements.

The foregoing description of the Indemnification Agreements is not complete and is qualified in its entirety by reference to the full text of the form of Indemnification Agreements, a copy of which is filed as Exhibit 10.1 to the Current Report on Form 8-K filed on January 12, 2015, and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On June 1, 2015, the Company issued a press release announcing the appointment of Douglas S. Ingram as a director. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

As provided in General Instruction B.2 to Form 8-K, the information furnished in this Item 7.01 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 under that Section and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly provided by specific reference in such filing.

Item 8.01 Other Events.

On May 31, 2015, the Board approved the adoption of a compensation and compliance committee charter (the "Compensation Committee Charter"). The Compensation Committee Charter is filed as Exhibit 99.2 to this report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Indemnification Agreement (1)
99.1	Press Release of Nemus Bioscience, Inc. dated June 1, 2015.*
99.2	Nemus Bioscience, Inc. Compensation and Compliance Committee Charter*

(1) Included as Exhibit 10.1 to our Current Report on Form 8-K filed on January 12, 2015.

* Filed Herewith

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.

Date: June 3, 2015

Nemus Bioscience, Inc.

By: /s/ John Hollister
John Hollister
Chief Executive Officer



NEMUS BIOSCIENCE ANNOUNCES APPOINTMENT OF DOUGLAS S. INGRAM, FORMER PRESIDENT OF ALLERGAN, TO ITS BOARD OF DIRECTORS

Former President of Allergan is appointed as Vice Chairman

Costa Mesa, CA – June 1st, 2015 – NEMUS Bioscience, Inc. (OTCQB: NMUS) announced the appointment of Douglas S. Ingram, former President of Allergan Inc., to its Board of Directors in the newly created role of Vice Chairman. Mr. Ingram has also agreed to and has been appointed to serve as Chair of the Compensation and Compliance Committee of the Board of Directors.

Mr. Ingram brings nearly 20 years of pharmaceutical leadership experience to the NEMUS board. As President of Allergan, Mr. Ingram reported directly to its CEO and led the company's global commercial operations, with responsibility for the company's broad portfolio of pharmaceutical, consumer and medical device products, including leading ophthalmology products. On March 17, 2015, Allergan was acquired by Actavis plc. With the acquisition, Mr. Ingram assumed the role of special advisor to the CEO of Actavis. During his tenure as President of Allergan, Mr. Ingram led a team that effected a major restructuring of the company, reducing expenses by over \$500 million dollars while driving enhanced sales and earnings growth, all of which significantly improved the market capitalization of the company. Prior to his role as President, Mr. Ingram had served as Executive Vice President and President, Europe, Africa and Middle East (EAME) of Allergan. In this role, he was responsible for Allergan's regional pharmaceutical and medical device operations, with a focus on strategic planning, sales and marketing, and general management. Prior to leading the EAME region, Mr. Ingram served as Executive Vice President and Chief Administrative Officer. During Mr. Ingram's tenure in this role, at various times, he led Allergan's Global Legal Affairs, Compliance, Internal Audit and Internal Controls, Human Resources, Regulatory Affairs and Safety, and Global Corporate Affairs and Public Relations departments. Mr. Ingram also served as Allergan's Secretary and Chief Ethics Officer from July 2001 to July 2010.

Prior to joining Allergan, Mr. Ingram was an attorney at Gibson, Dunn & Crutcher LLP from 1988 to 1996. Mr. Ingram received his Juris Doctorate from the University of Arizona in 1988, graduating *summa cum laude* and Order of the Coif.

Cosmas N. Lykos, Co-founder and Chairman of the Board for Nemus stated, "We are very excited that Doug has agreed to join the NEMUS board. Doug brings tremendous leadership and therapeutic area expertise to the NEMUS team. In recognition of Doug's experience, he will assume the newly created position of Vice Chairman and Chair the Compensation and Compliance Committee."

"NEMUS, working with the University of Mississippi, has developed a promising new option in glaucoma. I look forward to helping NEMUS advance this first-in-class therapy that, if successful, will bring new treatment alternatives to the medical community and improve patient lives," stated Mr. Ingram.

NEMUS is a biopharmaceutical company focused on the discovery, development and commercialization of cannabis-based therapeutics. The Company has licensed a novel compound from and is currently the sole partner of the University of Mississippi for the development and commercialization of drugs derived from cannabis extracts, or cannabinoids, and the realization of this partnership will depend on the successful navigation of the complex regulatory framework for the cultivation and handling of cannabis in the United States. The University of Mississippi has held the only contract to cultivate cannabis for research purposes on behalf of the Federal Government since 1968. NEMUS is developing the lead compound, NB1111, for the treatment of glaucoma.

About NEMUS Bioscience, Inc.

The Company is a biopharmaceutical company, headquartered in Costa Mesa, California, focused on the discovery, development, and commercialization of cannabis-based therapeutics for global markets with significant unmet medical needs. Utilizing certain proprietary technology licensed from the University of Mississippi, NEMUS is working to develop novel ways to deliver cannabis-based drugs for specific indications, with the aim of optimizing the clinical effects of such drugs, while limiting the potential adverse events. NEMUS's strategy is not limited to the sole use of either natural or synthetic inputs. The Company is led by a highly qualified team of executives with decades of biopharmaceutical, drug-development and public company experience.

For more information, visit www.nemusbioscience.com.

Forward Looking Statements

Statements in this document that are not descriptions of historical facts are forward-looking statements that are based on management's current expectations and assumptions and are subject to risks and uncertainties. If such risks or uncertainties materialize or such assumptions prove incorrect, our business, operating results, financial condition and stock price could materially negatively affected. In some cases, forward-looking statements can be identified by terminology including "goal," "focus," "aims," "believes," "can," "challenge," "predictable," "will," or the negative of these terms or other comparable terminology. We operate in a rapidly-changing environment and new risks emerge from time to time. As a result, it is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements the Company may make. Factors that could cause actual results to differ materially include, but are not limited to, changes in the Company's business; general economic, industry and market sector conditions; the ability to obtain additional financing; the ability to manage the Company's growth; the ability to develop and market new products; competitive factors in the market(s) in which the Company operates; and other events, factors and risks disclosed from time to time in the Company's filings with the Securities and Exchange Commission. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

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NEMUS BIOSCIENCE, INC.
COMPENSATION AND COMPLIANCE COMMITTEE CHARTER

(As of May 31, 2015)

I. Purpose

The purpose of the Compensation and Compliance Committee (the "Committee") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors, to identify individuals qualified to become Board members consistent with criteria approved by the Board and to make recommendations regarding corporate governance matters.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the "Nasdaq"), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel, search firms or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the Chief Executive Officer and the other executive officers. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.
2. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("CD&A") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.
3. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.
4. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.
5. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.
6. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee