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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): November 14, 2018

**NEMUS BIOSCIENCE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

|  |   |   |
|--|---|---|
| <u>Nevada</u><br>(State or Other Jurisdiction<br>of Incorporation) | <u>000-55136</u><br>(Commission<br>File Number) | <u>45-0692882</u><br>(I.R.S. Employer<br>Identification Number) |
|--|---|---|

130 North Marina Drive, Long Beach, CA 90803  
(Address of principal executive offices)

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

N/A  
(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 240.14d-2(b))
- 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))

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.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

*Amendment to Articles of Incorporation*

On November 14, 2018, Nemus Bioscience, Inc., a Nevada corporation (the “Company”), filed a Certificate of Amendment to the Company’s Articles of Incorporation (the “Certificate of Amendment”) with the Nevada Secretary of State. The Certificate of Amendment increased the number of authorized shares of the Company’s common stock from two hundred thirty-six million (236,000,000) to five hundred million (500,000,000). The amendment did not result in any changes to the issued and outstanding shares of the Company’s common stock, and only affects the number of shares that may be issued by the Company in the future.

The Certificate of Amendment was approved by the Company’s majority stockholder and board of directors on October 5, 2018, as disclosed in the Company’s Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on October 25, 2018. The Certificate of Amendment became effective upon filing with the Nevada Secretary of State on November 14, 2018. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| <a href="#">3.1</a>       | <a href="#">Certificate of Amendment to the Articles of Incorporation of Nemus Bioscience, Inc. dated November 14, 2018.</a> |

**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.

**NEMUS BIOSCIENCE, INC.**

Dated: November 16, 2018

By: /s/ Dr. Brian Murphy

Dr. Brian Murphy  
Chief Executive Officer



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-6708  
 Website: www.nvsos.gov



\*00204\*

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 AND 78.390)

|  |   |
|--|---|
| Filed in the office of<br><i>Barbara K. Cegavske</i>         | Document Number<br><b>20180494639-56</b>          |
| Barbara K. Cegavske<br>Secretary of State<br>State of Nevada | Filing Date and Time<br><b>11/14/2018 3:39 PM</b> |
|  | Entity Number<br><b>E0149202011-9</b>             |

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Nemus Bioscience, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

The first paragraph of Article 3 (Authorized Stock) is amended in its entirety to read as follows:

"The aggregate number of shares that the Corporation will have authority to issue is five hundred twenty million (520,000,000), of which five hundred million (500,000,000) will be common stock, with a par value of \$0.001 per share, and twenty million (20,000,000) will be preferred stock, with a par value of \$0.001 per share."


3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: **54.79%**

4. Effective date and time of filing: (optional) Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X   
 \_\_\_\_\_  
 Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit After  
 Revised: 11-5-18