

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 25, 2019

**EMERALD 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)

130 North Marina Drive, Long Beach, CA 90803

(Address of principal executive offices)

(949) 336-3443

(Registrant's telephone number, including area code)

Nemus Bioscience, Inc.

(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))

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

## SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

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

#### *Name Change*

On March 7, 2019, after obtaining the approval of the Board of Directors and majority stockholder of Nemus Bioscience, Inc., a Nevada corporation (the “Company”), the Company filed a Certificate of Amendment to its Articles of Incorporation (the “Certificate of Amendment”) changing the name of the Company to “Emerald Bioscience, Inc.” (the “Name Change”), with a delayed effective date of March 25, 2019. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference. The Name Change was effective March 25, 2019 pursuant to the Certificate of Amendment and upon completion of processing by the Financial Industry Regulatory Authority (“FINRA”).

## SECTION 8 – OTHER EVENTS

### Item 8.01 Other Events.

#### *Symbol Change*

The Company submitted an Issuer Company-Related Action Notification related to the Name Change to FINRA for processing, and the Name Change went effective on March 25, 2019 upon completion of processing by FINRA. In connection with the Name Change, FINRA assigned the Company a new stock symbol, “EMBI”. The Company’s new stock symbol went effective at the open of business on March 25, 2019.

#### *Press Release*

On March 25, 2019, the Company issued a press release announcing the Name Change and the Company’s new stock symbol. A copy of the press release is attached hereto as Exhibit 99.1.

The information set forth in Item 8.01 of this Current Report on Form 8-K shall not be deemed to be “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 shall not be deemed to be incorporated by reference in any of the Company’s filings with the Securities and Exchange Commission under the Exchange Act or the Securities Act of 1933, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except as expressly set forth by specific reference in such a filing.

## SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Articles of Incorporation.</a>
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<a href="#">99.1</a>	<a href="#">Press Release dated March 25, 2019.</a>
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**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.

**EMERALD BIOSCIENCE, INC.**

Dated: March 25, 2019

*/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) 684-5708  
 Website: www.nvsos.gov



\*090204\*

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

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20190103125-94</b> Filing Date and Time <b>03/07/2019 12:17 PM</b> Entity Number <b>E0149202011-9</b>
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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)

Article 1 (Name of Corporation) is amended in its entirety to read as follows:

1. Name of Corporation: Emerald Bioscience, Inc.

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:

54.63%

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)

DocuSigned by:  
  
 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: 1-5-15

ACTIVE 41664662 v1

SECRETARY OF STATE



## NEVADA STATE BUSINESS LICENSE

**EMERALD BIOSCIENCE, INC.**  
Nevada Business Identification # NV20111180416

**Expiration Date: March 31, 2020**

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 8, 2019

*Barbara K. Cegavske*

Barbara K. Cegavske  
Secretary of State

***You may verify this license at [www.nvsos.gov](http://www.nvsos.gov) under the Nevada Business Search.***

License must be cancelled on or before its expiration date if business activity ceases.  
Failure to do so will result in late fees or penalties which by law cannot be waived.

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## **Nemus Bioscience, Inc. Changes Name to Emerald Bioscience, Inc. and Provides Update of Recent Research Accomplishments**

**Name change reflects company's focus on advancing cannabinoid-based therapeutics as a member of the Emerald Group**

**Company to trade on OTCQB under ticker EMBI at market open March 25, 2019**

**Long Beach, Calif. March 25, 2019** – Emerald Bioscience, Inc. (OTCQB: EMBI), a biopharmaceutical company focused on developing bioengineered cannabinoid-based therapeutics to address global medical indications, today announced that it has changed its corporate name from Nemus Bioscience, Inc. to Emerald Bioscience, Inc. The company's new OTCQB ticker symbol, "EMBI," will be effective at the market open on March 25, 2019. The new website for Emerald Bioscience is [www.emeraldbio.life](http://www.emeraldbio.life).

"Our new name better represents our relationship with the Emerald Group and our common goal to be leaders in advancing cannabinoid science. We have made strong progress in the past year. With our robust pipeline based on our proprietary bioengineered cannabinoid technology, partnerships with leading institutions, and strides in manufacturing, we are committed to developing therapies that will change the lives of patients with significant unmet medical needs," said Brian Murphy, MD, CEO and Chief Medical Officer of Emerald Bioscience, Inc.

### **Recent Scientific Advancements**

- Preclinical data demonstrated NB1111, Emerald Bioscience's proprietary prodrug of THC (THC-VAL-HS), is statistically superior in lowering intraocular pressure (IOP) compared to the current standard-of-care, latanoprost, for the treatment of glaucoma across multiple timepoints during a seven-day course of repeated dosing using a validated rabbit normotensive ocular model.
  - Data generated by Glauconix Biosciences, Inc. further validated the mechanism of action of NB1111 in lowering intraocular pressure (IOP), a defining symptom of hypertensive glaucoma. In this study, NB1111 improved fluid outflow across the trabecular meshwork and positively impacted disease markers associated with glaucoma-related fibrosis and inflammation.
-

**Strategic Advancements**

- Signed an agreement with Pharmaceuticals International Inc., a contract development manufacturing organization, to develop a sterile eyedrop dosage formulation of NB1111 for human dosing.
- Signed an agreement with Noramco, Inc. for the manufacturing and scale-up of Emerald Bioscience's proprietary analog of cannabidiol (CBD) licensed from the University of Mississippi.

As the company prepares to advance its lead product candidate, NB1111, into a Phase 1b/2a clinical trial for the treatment of glaucoma, this name change allows the company the opportunity to develop a strong and unique global brand that reflects its recent advancements in the rapidly-evolving field of cannabinoid science.

Emerald Bioscience is part of the Emerald Group, which is comprised of a strong network of companies focused on developing pharmaceutical, botanical, and nutraceutical products providing wellness and medical benefits by interacting with the human body's endocannabinoid system.

Existing shareholders interested in getting an updated statement representing book shares or a revised stock certificate, please email our transfer agent, ClearTrust, LLC, at [inbox@cleartrusttransfer.com](mailto:inbox@cleartrusttransfer.com).

**About Emerald Bioscience, Inc.**

Emerald Bioscience is a biopharmaceutical company headquartered in Long Beach, California, focused on the discovery, development, and commercialization of bioengineered cannabinoid-based therapeutics for significant unmet medical needs in global markets. With proprietary technology licensed from the University of Mississippi, Emerald is developing novel ways to deliver cannabinoid-based drugs for specific indications with the aim of optimizing the clinical effects of such drugs while limiting potential adverse events. Emerald's strategy is to clinically develop a number of proprietary biosynthetic compounds, alone or in combination with corporate partners.

Emerald Bioscience is part of the Emerald Group, which comprises multiple companies focused on developing pharmaceutical, botanical, and nutraceutical products providing wellness and medical benefits by interacting with the human body's endocannabinoid system.

For more information, visit [www.emeraldbio.life](http://www.emeraldbio.life)

**CONTACT**

Investor Relations  
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Douglas Cesario  
Chief Financial Officer  
Email: doug@emeraldbio.life  
Phone: 949-336-3437

**FORWARD LOOKING STATEMENTS**

This press release contains forward-looking statements, including statements regarding our product development, business strategy, product branding, timing of clinical trials and commercialization of cannabinoid-based therapeutics. Such statements and other statements in this press release 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 be materially negatively affected. In some cases, forward-looking statements can be identified by terminology including "anticipated," "contemplates," "goal," "focus," "aims," "intends," "believes," "can," "could," "challenge," "predictable," "will," "would," "may" 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 Nemus may make. Risks and uncertainties that may cause actual results to differ materially include, among others, our capital resources, uncertainty regarding the results of future testing and development efforts and other risks that are described in the Risk Factors section of Nemus' most recent annual or quarterly report filed with the Securities and Exchange Commission. Except as expressly required by law, Nemus disclaims any intent or obligation to update these forward-looking statements.

This news release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any securities that may be offered in the United States will be offered only to accredited investors pursuant to Regulation D of the Securities Act.

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