

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Emerald Health Sciences Inc.			2. Issuer Name and Ticker or Trading Symbol Emerald Bioscience, Inc. [EMBI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/20-07:00/2019					
OFFICE 8262, THE LANDING, 200-375 WATER ST.								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
VANCOUVER, A1 V6B 0M9								
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	12/20-07:00/2019		J		40,800,000	A	\$ 4,080,000	126,490,167	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474 (9-02)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant(Right to Buy)	\$ 0.10	12/20-07:00/2019		J		40,800,000	01/18-07:00/2018	01/18-07:00/2023	Common Stock	40,800,000	\$ 0.10	0	D	
7% Convertible Debt	\$ 0.40	12/20-07:00/2019		J		4,080,000			Common Stock	10,200,000	\$ 0.40	5,036,250	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emerald Health Sciences Inc. OFFICE 8262 THE LANDING, 200-375 WATER ST. VANCOUVER, A1 V6B 0M9		X		

Signatures

/s/ Stephen Hall, Chief Financial Officer	01/27-07:00/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On 12/20/2019, the Issuer and the Reporting Person entered into a Warrant Exercise Agreement, pursuant to which the Reporting Person exercised warrants to purchase 40,800,000 shares of Common Stock for an exercise price of \$4,080,000. The warrants were issued to the Reporting Person as of 1/18/2018 and 2/16/2018, exercisable over 5 years at \$0.10 per share. The exercise price for the warrant shares was paid in the form of a reduction of the corresponding amount of outstanding obligations of the Issuer under the Multi Draw Credit Agreement between the Issuer and the Reporting Person (the "Credit Agreement"), thereby reducing the outstanding principal balance, excluding the debt discount, under the Credit Agreement to \$2,014,500.

(2) Consists of (i) 113,953,917 shares of Common Stock; (ii) 7,500,000 shares of Common Stock issuable upon exercise of warrants; and (iii) 5,036,250 shares of Common Stock issuable upon conversion of the outstanding principal and accrued interest associated with the Credit Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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