
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Emerald Bioscience, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

29102Y101
(CUSIP Number)

Emerald Health Sciences Inc.
Office 8262, The Landing, 200 – 375 Water St.
Vancouver, British Columbia, Canada V6B 0M9
858-361-4499

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications)

With a copy to:
Mark C. Lee, Esq.
Greenberg Traurig, LLP
1201 K Street, Suite 1100
Sacramento, California 95814
December 20, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS Emerald Health Sciences Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Columbia, Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 126,490,167 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 126,490,167 (1)

10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 126,490,167 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 64.72% (2)

14	TYPE OF REPORTING PERSON (See Instructions) CO
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(1) 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 (as defined herein).

(2) Based on (i) 182,895,247 shares of Common Stock outstanding as of December 20, 2019; (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.

Item 1. Security and Issuer

This Amendment No. 5 (“Amendment No. 5”) to Schedule 13D amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on January 30, 2018, as amended by Amendment No. 1 thereto filed with the SEC on March 5, 2018, Amendment No. 2 thereto filed with the SEC on November 2, 2018, Amendment No. 3 thereto filed with the SEC on February 4, 2019, and Amendment No. 4 thereto filed with the SEC on April 1, 2019 (as amended, the “Schedule 13D”), relating to the shares of common stock, \$0.001 par value per share (“Common Stock”), of Emerald Bioscience, Inc., a Nevada corporation formerly known as Nemus Bioscience, Inc. (the “Issuer”). The principal executive offices of the Issuer are located at 130 North Marina Drive, Long Beach, California 90803. Except as amended and supplemented hereby, the Schedule 13D remains in full force and effect. All capitalized terms not otherwise defined in this Amendment No. 5 shall have the same meanings ascribed thereto in the Schedule 13D.

Item 2. Identity and Background

- (a) This Amendment No. 5 to Schedule 13D is being filed by Emerald Health Sciences Inc. (the “Reporting Person”).
- (b) The business address of the Reporting Person is Office 8262, The Landing, 200 – 375 Water St., Vancouver, British Columbia, Canada V6B 0M9.
- (c) The principal business of the Reporting Person is investments that advance the development of cannabis in pharmaceutical, botanical, and bioceutical applications.
- (d) During the last five years the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years the Reporting Person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (f) Not Applicable.

Item 3. Source and Amount of Funds or Other Consideration

On October 5, 2018, the Issuer entered into a Multi Draw Credit Agreement (the “Credit Agreement”) with the Reporting Person, which provides for a credit facility to the Issuer of up to \$20,000,000. On November 1, 2018, as previously disclosed in Amendment No. 2 to the Schedule 13D filed with the SEC on November 2, 2018, an advance in the amount of \$2,000,000 (the “First Advance”) was made by the Reporting Person to the Issuer under the Credit Agreement. On February 1, 2019, as previously disclosed in Amendment No. 3 to the Schedule 13D filed with the SEC on February 4, 2019, a second advance in the amount of \$2,000,000 (the “Second Advance”) was made by the Reporting Person to the Issuer under the Credit Agreement. On March 29, 2019, as previously disclosed in Amendment No. 4 to the Schedule 13D filed with the SEC on April 1, 2019, a third advance in the amount of \$2,000,000 (the “Third Advance” and, together with the First Advance and Second Advance, the “Advances”) was made by the Reporting Person to the Issuer under the Credit Agreement. Pursuant to the Credit Agreement, the Reporting Person may, at its option, convert the amount outstanding under the Credit Agreement into shares of Common Stock at a fixed conversion price of \$0.40 per share (subject only to customary adjustments for stock splits, stock dividends, recapitalizations, etc., but not subject to anti-dilution provisions). In connection with the Advances under the Credit Agreement, the Issuer issued to the Reporting Person warrants to purchase up to 7,500,000 shares of Common Stock, at an exercise price of \$0.50 per share. The warrants were immediately exercisable upon issuance and will expire on the five-year anniversary of the date of issuance. The source of funds for the transactions set forth in this first paragraph of this Item 3 was working capital of the Reporting Person.

On December 20, 2019, the Issuer and the Reporting Person entered into a Warrant Exercise Agreement, pursuant to which the Reporting Person, as a warrant holder and lender under the Credit Agreement, exercised warrants to purchase 40,800,000 shares of Common Stock for an exercise price of approximately \$4,080,000. Pursuant to the Warrant Exercise Agreement, the exercise price for the warrant shares was paid by the Reporting Person in the form of a reduction of the corresponding amount of outstanding obligations of the Issuer under the Credit Agreement, thereby reducing the outstanding principal balance, excluding the debt discount, under the Credit Agreement to \$2,014,500. The source of funds for the transaction set forth in this second paragraph of this Item 3 was the outstanding balance owed to the Reporting Person by the Issuer pursuant to the Credit Agreement.

Item 4. Purpose of the Transaction

The purpose of the transaction stated above was for the Reporting Person to exercise warrants to purchase Common Stock of the Issuer by exchanging the exercise price owed by the Reporting Person to the Issuer for the warrant shares with a reduction in the amount of the outstanding obligations owed by the Issuer to the Reporting Person under the Credit Agreement.

Subject to ongoing evaluation, except as set forth above, the Reporting Person has no current plans or proposals which relate to or would result in any of the following:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
 - (b) An extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Issuer or any of its subsidiaries;
 - (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
 - (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
 - (e) Any material change in the present capitalization or dividend policy of the Issuer;
 - (f) Any other material change in the Issuer's business or corporate structure, including but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940;
 - (g) Changes in the Issuer's charter, bylaws, or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
 - (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
 - (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
 - (j) Any action similar to any of those enumerated above.
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Item 5. Interest in Securities of the Issuer

(a) The Reporting Person beneficially owns 126,490,167 shares of Common Stock, which represents approximately 64.72% of the outstanding shares of Common Stock.

(b) The Reporting Person has the sole power to vote and sole power to dispose of 126,490,167 shares of Common Stock, which represent approximately 64.72% of the outstanding shares of Common Stock.

(c) No transactions in the Issuer's Common Stock were effected during the past 60 days by the Reporting Person except as set forth in Item 3 above.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The Credit Agreement is incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on October 12, 2018. The Warrant Exercise Agreement is incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on December 23, 2019.

Item 7. Material to be Filed as Exhibits

The Credit Agreement is incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on October 12, 2018. The Warrant Exercise Agreement is incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on December 23, 2019.

CUSIP No. 29102Y101

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

EMERALD HEALTH SCIENCES INC.

Dated: January 27, 2020

By: /s/ Stephen Hall
Stephen Hall, Chief Financial Officer
