

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Nemus Bioscience, Inc. [NMUS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019					
OFFICE 8262, THE LANDING, 200 - 375 WATER ST.			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		
(Street)								
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)	Price			

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

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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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
7% Convertible Debt	\$ 0.4	02/01/2019		J(1)		\$ 2,000,000	(1)	(1)	Common Stock	5,000,000	(1)	\$ 2,000,000	D	
Warrant (Right to Buy)	\$ 0.5	02/01/2019		J(2)		2,500,000 (3)	(2)	(2)	Common Stock	2,500,000	(2)	2,500,000	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/ James L. Heppell, Director	02/01/2019
<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) Represents an advance of \$2,000,000 (the "Advance") made by the Reporting Person to the Issuer pursuant to a Multi-Draw Credit Agreement, between the Issuer and the Reporting Person (the "Agreement"). The Advance is convertible into shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), at the Reporting Person's option, in whole or in part, at any time after issuance. The conversion price of \$.40 per share of Common Stock will be subject to adjustment for stock dividends, stock splits, dilutive securities issuances and other customary adjustment events. The maturity date is the earlier of (a) October 5, 2022 and (b) the date on which all amounts under the Agreement shall become due and payable.

The common stock purchase warrant (the "Warrant") was issued to the reporting person in connection with the Advance pursuant to the Agreement. The Warrant is exercisable at the Reporting

(2) Person's option, in whole or in part, at any time after issuance. The expiration date is 5 years from the issuance of the Warrant. The Warrant shall continue to be exercisable notwithstanding the repayment in full of the Advance.

(3) Represents 50% of the number of shares issuable upon conversion of the Advance.

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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