

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): July 27, 2020

**Better Choice Company Inc.**

(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or other Jurisdiction of Incorporation)

333-161943  
(Commission File Number)

26-2754069  
(IRS Employer Identification No.)

164 Douglas Rd E, Oldsmar, Florida  
(Address of Principal Executive Offices)

34677  
(Zip Code)

(Registrant's Telephone Number, Including Area Code): (646) 846-4280

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 obligation 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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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.

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

***Amendment to Articles of Incorporation***

On July 14, 2020, the Board of Directors of Better Choice Company Inc. (the “Company”) approved the Certificate of Amendment of the Certificate of Incorporation (the “Amendment”), which amends the charter of the Company by increasing the number of shares of common stock authorized in the Company’s charter from 88,000,000 shares of common stock, par value \$0.001 per share, to 200,000,000 shares of common stock, par value \$0.001 per share. On July 27, 2020, the Amendment was then accepted, adopted, and approved by the holders of the requisite number of outstanding shares of capital stock of the Company entitled to vote.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete Amendment, a copy of which is filed as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

[99.1](#) Certificate of Amendment of the Certificate of Incorporation

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**SIGNATURE**

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.

**Better Choice Company Inc.**

By: /s/ Werner von Pein  
Name: Werner von Pein  
Title: Chief Executive Officer

July 30, 2020

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STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Better Choice Company Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 4 " so that, as amended, said Article shall be and read as follows:

See attached.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed this 30 day of July, 20 20 .

By: /s/ Werner von Pein  
Authorized Officer

Title: Chief Executive Officer

Name: Werner von Pein  
Print or Type

The Certificate of Amendment to the Certificate of Incorporation of Article 4:

The Company shall have authority to issue 200,000,000 shares of common stock, par value \$0.001 per share and 4,000,000 shares of preferred stock, par value \$0.001 per share with such rights, preferences and limitations as shall be established from time to time by the board of directors. This amendment shall not affect the outstanding Series E Convertible Preferred Stock which 2,900,000 shares are part of the 4,000,000 authorized shares of preferred stock.

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