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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 12, 2020**

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**Better Choice Company Inc.**

**(Exact name of Registrant as Specified in its Charter)**

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**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.)

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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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.

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### Item 1.01 Entry into a Material Definitive Agreement

On October 12, 2020 (the “Closing Date”), as part of its previously announced private placement, Better Choice Company Inc. (the “Company”) consummated the sale of an additional \$1.1 million of units (the “Units”) to the Purchasers pursuant to a Securities Purchase Agreement (the “Securities Purchase Agreement”) for a purchase price of \$1,000 per Unit. Each Unit consists of: (i) one share of the Company’s Series F Convertible Preferred Stock, par value \$0.001 per share (the “Series F Preferred Stock”), which is convertible into shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at a value per share of Common Stock of \$0.50 (subject to adjustment); and (ii) a warrant (the “Warrant”) to purchase for a six year period such number of shares of Common Stock (the “Warrant Shares”) into which such share of Series F Preferred Stock is convertible at an exercise price per Warrant Share of \$0.75 (subject to adjustment).

Currently with the execution of the Securities Purchase Agreement, the Company and the Purchasers entered into a Registration Rights Agreement pursuant to which the Company agreed to file a registration statement with the Securities and Exchange Commission by November 2, 2020 to register the Warrant Shares and the shares of Common Stock issuable upon conversion of the Series F Preferred Stock issued and sold in the private placement. The Securities Purchase Agreement and Registration Rights Agreement contain customary representations, warranties, agreements and conditions to closing, as well as indemnification rights and other obligations of the parties.

The private placement described above was exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D of the Securities Act and in reliance on similar exemptions under applicable state laws.

The foregoing description of the Securities Purchase Agreement, the Series F Preferred Stock, the Warrant and the Registration Rights Agreement is qualified in its entirety by reference to the Form of Securities Purchase Agreement, the Certificate of Designations, the Form of Warrant and the Form of Registration Rights Agreement, which are filed as Exhibits 10.1, 3.1, 4.1 and 10.2, respectively, to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 2, 2020 and are incorporated by reference herein.

### Item 3.02 Unregistered Sales of Equity Securities

The information under Item 1.01 of this Current Report on Form 8-K regarding the private placement is incorporated herein by reference.

### Item 7.01 Regulation FD Disclosure

On October 13, 2020, the Company announced sale of additional Units as part of the private placement and provided updated financial information. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in Item 7.01 of this Form 8-K shall not be deemed to be “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### Cautionary Note Regarding Forward-Looking Statements

*This Current Report on Form 8-K contains statements that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Management’s projections and expectations are subject to a number of risks and uncertainties that could cause actual performance to differ materially from that predicted or implied. Forward-looking statements may be identified by the use of words such as “expect,” “anticipate,” “believe,” “estimate,” “potential,” “should” or similar words intended to identify information that is not historical in nature. Forward-looking statements contained herein include, among others, statements concerning management’s expectations about future events and the Company’s operating plans and performance, the effects of the COVID-19 outbreak, including levels of consumer, business and economic confidence generally, the regulatory environment, litigation, sales, and the expected benefits of acquisitions, and such statements are based on the current beliefs and expectations of the Company’s management, as applicable, and are subject to known and unknown risks and uncertainties. There are a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements. These statements speak only as of the date they are made, and the Company does not intend to update or otherwise revise the forward-looking information to reflect actual results of operations, changes in financial condition, changes in estimates, expectations or assumptions, changes in general economic or industry conditions or other circumstances arising and/or existing since the preparation of this Current Report on Form 8-K or to reflect the occurrence of any unanticipated events. For further information regarding the risks associated with the Company’s business, please refer to the Company’s filings with the Securities and Exchange Commission, including our*

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibits	Description
<a href="#">99.1</a>	<a href="#">Press Release., dated October 13, 2020</a>

**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

October 13, 2020

# BETTER CHOICE

## C O M P A N Y

### Better Choice Announces Closing of Expanded Series F Financing and Acceleration of Asian Expansion

*Management and Board Have Funded More than \$11M to Support Growth*

NEW YORK, Oct. 13, 2020 (GLOBE NEWSWIRE) -- Better Choice Company (OTCOB: BTTR) (“Better Choice” or “the Company”), an animal health and wellness company, today announced the closing of an additional \$1.1M of Series F financing, bringing the total amount raised to \$18.9M. As part of this financing, Management and Board members funded in excess of \$11.3M.

“In addition to further strengthening our balance sheet, this additional capital allows us to quickly accelerate growth in Asia, specifically China,” said Michael Young, Chairman of the Board.

“BTTR plans to allocate a portion of recent proceeds from our Series F financing to improve our online and physical sales presence in Asia, including an expansion of our internal team, building of inventory and targeted marketing spend. Our 2Q20 gross revenue in Asia was ~\$2.4M, which represents a ~16% increase over 1Q20. With this type of exponential growth, we see a tremendous first-mover advantage in Asia and are excited about making this a very meaningful contributor to revenue in the near-term. Our international operations, sold through domestic distribution networks, account for approximately 20% of net sales through the first half of 2020. We could see this reach 40% or more as the market continues to mature.”

In June, one of Better Choice’s subsidiaries and largest brand, Halo, Purely for Pets, received Product Import Registrations for 15 Holistic Dog and Cat Food Diets from the Ministry of Agriculture and Rural Affairs of China. Halo was the only real, whole meat-based US pet food brand to receive these registrations in this round.

Chinese shoppers are set to spend \$7 billion on their pets by 2022, according to Reuters. Based on data from Euromonitor, dog and cat food sales in China were \$2.2 billion in 2018 and are expected to reach \$6.1 billion in 2025, a 28.9% CAGR. Growing demand is being driven by increasing disposable income, changes in consumer lifestyle, and increased pet ownership. While the market is still relatively young in terms of pet ownership, it is growing rapidly.

“China’s growing middle class, a massive move to urbanization, and other demographic changes are driving similar pet humanization trends as seen in the US, but with a focus toward smaller breed dogs and indoor cats more suitable for urban markets. With its smaller kibble size versus the competition, Halo is an attractive choice for smaller breeds and is ideally positioned to benefit from these trends,” noted Werner von Pein, Chief Executive Officer. “Our registrations and authorizations to sell through both retail and online channels in China significantly increases our reach. When combined with our solid marketing foundation and our sophisticated go to market operations through our partner Penefit International we are well positioned to build out our distribution.”

#### **About Better Choice Company, Inc.**

Better Choice Company Inc. is a rapidly growing animal health and wellness company committed to leading the industry shift toward pet products and services that help dogs and cats live healthier, happier and longer lives. We take an alternative, nutrition-based approach to animal health relative to conventional dog and cat food offerings, and position our portfolio of brands to benefit from the mainstream trends of growing pet humanization and consumer focus on health and wellness. We have a demonstrated, multi-decade track record of success selling trusted animal health and wellness products, and leverage our established digital footprint to provide pet parents with the knowledge to make informed decisions about their pet’s health. We sell the majority of our dog food, cat food and treats under the Halo and TruDog brands, which are focused, respectively, on providing sustainably sourced kibble and canned food derived from real whole meat, and minimally processed raw-diet dog food and treats. For more information, please visit <https://www.betterchoicecompany.com>.

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## **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. The Company has based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Some or all of the results anticipated by these forward-looking statements may not be achieved. Further information on the Company’s risk factors is contained in our filings with the SEC. Any forward-looking statement made by us herein speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

### **Company Contact:**

Better Choice Company, Inc.  
Werner von Pein, CEO

### **Investor Contact:**

Red Chip Companies, Inc  
Dave Gentry  
407-491-4498  
[dave@redchip.com](mailto:dave@redchip.com)