
**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): October 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))

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

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 1.01 Entry into a Material Definitive Agreement

On October 27, 2020 (the "**Closing Date**") Better Choice Company Inc. (the "**Company**") consummated the third and final round of its previously announced Series F private placement by selling an additional \$2.8 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). The Company raised a total of \$21.7 million in the Series F private placement, with Company management and board members investing approximately \$11.5 million.

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 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 27, 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 Annual Report on Form 10-K for the most recent fiscal year end, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibits	Description
99.1	Press Release dated October 27, 2020

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 27, 2020

BETTER CHOICE

C O M P A N Y

Better Choice Closes Third Tranche of Series F and Completes Equity Raise Totaling Cumulative \$21.7M

Final Tranche is Anchored by Iconic Consumer Packaged Goods Private Equity Firm, Cambridge Companies SPG

NEW YORK, October 27, 2020 (GLOBE NEWSWIRE) -- Better Choice Company Inc. (OTCQB: BTTR) ("Better Choice" or "the Company"), an animal health and wellness company, today announced the closing of its third and final tranche of Series F equity capital. Cumulative funding totals \$21.7M, with third round being anchored by consumer packaged goods (CPG) specialist Cambridge SPG. Management and Board members have committed more than \$11M to the total financing and will own more than 50% of the Company on a fully diluted basis.

"We have been following the growth of Better Choice for the last 2+ years and are extremely excited to lead the Company's final Series F round. We see tremendous growth potential for the pet health industry, specifically in Asia, and are excited to partner with Better Choice at a transformational point for the business," said Filipp Chebotarev, Managing Partner and Chief Operating Officer of Cambridge SPG.

"The Company benefits from a first-mover advantage in its E-Commerce, Direct-to-Consumer and International channels. Throughout Covid-19, the pet industry has proven to be exceptionally resilient in times of economic volatility. We are excited about both the organic and M&A growth potential for Better Choice, and think the Company's top-tier management team will be able to drive significant shareholder value going forward," Chebotarev continued. For 2020, Cambridge SPG's 27 portfolio companies will surpass more than \$750M of cumulative annual revenue.

"We are very fortunate to have the continued support from our investment partners. Cambridge has a strong reputation in the CPG industry with a long track record of success in consumer products investing," said Michael Young, Chairman of the Board of Better Choice.

Better Choice expects to generate revenue of approximately \$45M in 2020 with approximately \$30M of its sales expected to be generated online, which includes the sale of product to E-Commerce retailers such as Chewy and Amazon as well as direct-to-consumer sales through the Company's online web platform. Direct-to-Consumer sales are expected to represent approximately \$13M of sales, with strong recurring revenue. Industry-wide, the online sale of pet products has grown from 22% of sales in 2019, and is expected to exceed 30% of total sales in 2020.

International sales, which are sold through domestic distributors, have grown significantly, and are expected to generate \$10M in 2020. The Company anticipates additional sales growth in 2021 of approximately 50% based on current quarterly run-rate figures in its key target markets, which include China, Korea, and Japan.

About Better Choice Company

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 most 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>.

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