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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): **May 28, 2021**

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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.)

**12400 Race Track Road  
Tampa, Florida 33626**  
(Address of Principal Executive Offices) (Zip Code)

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(Registrant's Telephone Number, Including Area Code): **(813) 659-5921**

**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:

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 28, 2021, stockholders of Better Choice Company Inc. (the “Company”) holding a majority of the voting power of the Company entitled to vote (the “Consenting Stockholders”) as of the record date of May 28, 2021 (the “Record Date”) approved the following matter by way of a written consent resolution:

- Authorization of the Company’s board of directors (the “Board”), in its sole and absolute discretion, and without further action of the stockholders, to file an amendment to the Company’s amended and restated certificate of incorporation to affect a reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding common stock, par value \$0.001 per share (the “Common Stock”), at a ratio in the range of 1-for-3 to 1-for-10 at any time prior to December 31, 2021, with the exact split ratio and timing to be determined in the Board’s sole and absolute discretion.

On the date of the written consent, which is the Record Date and the date the Company received a copy of the written consent of the Consenting Stockholders, there were issued and outstanding 66,028,348 shares of Common Stock and 17,293.55 shares of Series F Preferred Stock, par value \$0.001 per share (the “Series F Preferred Stock”), convertible into 34,587,100 shares of Common Stock. Each share of Common Stock entitled the holder to one vote per share. Shares of Series F Preferred Stock are entitled to vote on an as-converted basis with the Common Stock as a single class, such that each share of Series F Preferred Stock was entitled to 2,000 votes. Accordingly, on the Record Date, the total voting capital stock issued and outstanding (on an as converted basis) amounted to 100,615,448 shares with total voting power of 100,615,448 votes.

The Consenting Stockholders from whom we obtained the written consent in lieu of a meeting held in the aggregate 51,116,803 shares of voting capital stock (on an as converted basis) representing 50.8% of the outstanding voting power of the Company’s stockholders. As the Reverse Stock Split was approved by written consent, there were no votes against, abstaining or broker non-votes in relation to these matters.

**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/ Scott Lerner  
Name: Scott Lerner  
Title: Chief Executive Officer

June 3, 2021