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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): July 28, 2022

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**Better Choice Company Inc.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other Jurisdiction of Incorporation)

**001-40477**  
(Commission File Number)

**83-4284557**  
(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): **(212) 896-1254**

**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
Common Stock, \$0.001 par value share	BTTR	NYSE American

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 3.03 Material Modification to Rights of Security Holders**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On July 28, 2022, Better Choice Company Inc. (the "Company") filed a Certificate of Cancellation (the "Certificate of Cancellation") with the Delaware Secretary of State with respect to 30,000 authorized shares preferred stock designated as Series F Convertible Preferred Stock, par value \$0.001 per share (the "Series F Preferred Stock"). The Series F Preferred Stock had been designated pursuant to the Certificate of Designation of Preferences, Rights and Limitations of Series F Convertible Preferred Stock filed with the Delaware Secretary of State on September 30, 2020. As of the date of the filing of the Certificate of Cancellation, no shares of Series F Preferred Stock were outstanding. Upon filing the Certificate of Cancellation, the 30,000 shares of Series F Preferred Stock were cancelled and all references to Series F Preferred Stock shall be removed from the books and records of the corporation.

The foregoing summary of the Certificate of Cancellation is qualified in its entirety by reference to the full text of the Certificate of Cancellation, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibits</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Cancellation of Series F Preferred Stock of Better Choice Company Inc.</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/ Sharla A. Cook

Name: Sharla A. Cook

Title: Chief Financial Officer

July 29, 2022

# Delaware

The First State

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*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "BETTER CHOICE COMPANY INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2022, AT 9:50 O`CLOCK A.M.*



  
Jeffrey W. Bullock, Secretary of State

7223705 8100  
SR# 20223110672

Authentication: 204033506  
Date: 07-28-22

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:50 AM 07/28/2022  
FILED 09:50 AM 07/28/2022

SR 20223110672 - File Number 7223705

**CERTIFICATE OF CANCELLATION OF THE  
D RESTATED CERTIFICATE OF DESIGNATIONS, PREFERENCES  
AND RIGHTS OF THE  
SERIES F CONVERTIBLE PREFERRED STOCK OF  
BETTER CHOICE COMPANY INC.**

The undersigned, Sharla Cook, being the Chief Financial Officer of Better Choice Company, Inc., a Delaware corporation (the "Corporation"), does hereby certify that, pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware ("DGCL"), the following resolutions were duly adopted by unanimous written consent by the Board of Directors of the Corporation (the "Board of Directors") on July 27, 2022, pursuant to the authority conferred upon the Board of Directors by the provisions of the Corporation's certificate of incorporation, as amended and in effect (the "Certificate of Incorporation"), and in accordance with Section 141(f) of the DGCL, eliminating the designation and relative powers, preferences, rights, qualifications, limitations and restrictions of the Corporation's Series F Convertible Preferred Stock. These composite resolutions eliminating the designations and relative powers, preferences, rights, qualifications, limitations, and restrictions of such Series F Convertible Preferred Stock are as follows:

**WHEREAS**, the Board of Directors previously adopted resolutions creating and authorizing a series of preferred stock designated as Series F Convertible Preferred Stock, as originally filed with the Secretary of State of the State of Delaware on October 1, 2020 ("Series F Certificate of Designation");

**WHEREAS**, the Certificate of Incorporation of the Corporation, as amended from time to time, authorizes preferred stock consisting of 30,000 shares, with a par value \$0.001 per share ("Series F Preferred Stock");

**WHEREAS**, no shares of Series F Preferred Stock are currently issued or outstanding as of the date hereof and no such shares of Series F Preferred Stock shall be issued in the future;

**WHEREAS**, the Board of Directors is authorized, subject to limitations prescribed by law and by the provisions of the Certificate of Incorporation, to establish and fix the number of shares to be included in any series of preferred stock and the designation, rights, preferences, powers and limitations of shares of such series; and

**WHEREAS**, the Board of Directors has determined it is advisable and in the best interest of the Corporation and its stockholders to cancel the Series F Certificate of Designation, and strike all references to Series F Convertible Preferred Stock from the books and records of the Corporation.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that pursuant to authority granted to and vested in the Board of Directors by the provisions of the Certificate of Incorporation and the DGCL, the Board of Directors hereby

cancels the Series F Certificate of Designation, and strikes all references to Series F Convertible Preferred Stock from the books and records of the Corporation; and

**RESOLVED FURTHER**, the officers of the Corporation be, and each of them individually is, in accordance with the foregoing resolutions, authorized, empowered and directed, in the name and on behalf of the Corporation, to file with the Secretary of State of the State of Delaware a Certificate of Cancellation of the Amended and Restated Certificate of Designation, Preferences and Rights of the Series F Convertible Preferred Stock, as such officer or officers shall deem necessary or advisable to carry out the purposes of this resolution, and to prepare, execute and deliver any and all other agreements, amendments, certificates, reports, applications, notices, instruments, schedules, statements, consents, letters or other documents with respect to the matters contemplated by the foregoing resolutions, and to make any filings pursuant to federal, state or local laws, to incur any fees and expenses and to do or cause to be done any and all such other acts and things as, in the opinion of any such officer, may be necessary, appropriate or desirable in order to comply with the applicable laws and regulations of any jurisdiction, or otherwise in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions and to permit the matters contemplated thereby to be fully consummated.

[Signature Page to Follow]

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IN WITNESS WHEREOF, this Cancellation of Amended and Restated Certificate of Designations, Preferences and Rights of the Series F Convertible Preferred Stock of Better Choice Company Inc. has been executed by a duly authorized officer of the Corporation on this 28th day of July, 2022.

By: /s/ Sharla Cook  
Sharla Cook, Chief Financial Officer

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