

**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): March 20, 2024**

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)

26-2754069
(IRS Employer
Identification No.)

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

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

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 par value \$0.001 per 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.

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 March 20, 2024, Better Choice Company Inc. (the "Company") filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Certificate of Amendment") to effectuate a reverse stock split (the "Reverse Stock Split") of its issued and outstanding shares of common stock on a 1-for-44 basis. The Certificate of Amendment became effective at 5:00 p.m. (Eastern Time) on March 20, 2024 (the "Effective Time"). As of the Effective Time, every forty-four shares of issued and outstanding Common Stock were converted into one share of Common Stock. No fractional shares were issued in connection with the Reverse Stock Split. Instead, any fractional share resulting from the Reverse Split will be rounded up to the next whole share. The Company's transfer agent, Equity Stock Transfer, LLC acted as the exchange agent for the Reverse Stock Split. The Reverse Stock Split did not alter the par value of the Company's Common Stock. The Reverse Stock Split did not impact the authorized number of shares of Common Stock. In addition, pursuant to their terms, a proportionate adjustment was made to the per share exercise price and number of shares issuable under all of the Company's outstanding stock options and warrants to purchase shares of Common Stock, and the number of shares authorized and reserved for issuance pursuant to the Company's equity incentive plan will be reduced proportionately.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Reverse Stock Split does not purport to be complete and is qualified in its entirety by reference to such exhibit, which is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment of Certificate of Incorporation
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

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/ Kent Cunningham

Name: Kent Cunningham

Title: Chief Executive Officer

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 AMENDMENT OF "BETTER CHOICE COMPANY INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MARCH, A.D. 2024, AT 9:54 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTIETH DAY OF MARCH, A.D. 2024 AT 5 O'CLOCK P.M.



7223705 8100
SR# 20241079553

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203065916
Date: 03-20-24

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BETTER CHOICE COMPANY INC.**

Better Choice Company Inc., a corporation organized and existing and by virtue of the General Corporation Law of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the Company is Better Choice Company Inc., and the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on January 4, 2019 as amended by these certain Certificates of Amendment of Certificate of Incorporation, filed on February 5, 2019, March 14, 2019, April 22, 2019, July 31, 2020 and June 28, 2021, respectively (the "Original Certificate of Incorporation").

2. The amendment to the Original Certificate of Incorporation of the Company herein certified was duly adopted by the Board of Directors of the Company (the "Board") and the stockholders of the Company in accordance with the applicable provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware, as amended from time to time.

3. Article IV of the Original Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"The total number of shares of stock of which the Company is authorized to issue consists of 200,000,000 shares of common stock, par value of \$0.001 per share ("Common Stock"), and 4,000,000 shares of preferred stock, par value of \$0.001 per share ("Preferred Stock").

Effective as of the close of business (5:00 p.m. Eastern Daylight Time) on the date of filing of this Certificate of Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), each forty-four (44) shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (referred to herein as the "Old Common Stock") shall automatically and without any action on the part of the holders thereof be reclassified and changed into one share of new Common Stock, par value \$0.001 per share (referred to herein as the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). Following the Effective Time, except for adjustments that may result from the treatment of fractional shares as described below, each stockholder of Common Stock will hold the same percentage of New Common Stock that such stockholder held of Old Common Stock immediately prior to the Reverse Stock Split.

Each stock certificate or book-entry position that, immediately prior to the Effective Time, represented shares of Old Common Stock ("Old Certificates") shall, from and after Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares (rounded up to the nearest whole share) of New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such certificate or book-entry position have been reclassified; provided, however, that each person of record holding a certificate or book-entry position that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate or book-entry position ("New Certificates") evidencing and representing the number of whole shares (rounded up to the nearest whole share) of New Common Stock into which and for which the shares of Old Common Stock formerly represented by such certificate or book-entry position shall have been reclassified under the terms hereof.

No certificates or book entries representing fractional share interests in New Common Stock will be issued. In lieu of any such fractional shares of New Common Stock, each shareholder with a fractional share will be entitled to receive, upon surrender of Old Certificates to the Company for cancellation, a New Certificate representing the number of shares such shareholder would otherwise be entitled to rounded up to the next whole share. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of full shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificate so surrendered. In the event that the Company determines that a holder of Old Certificates has not tendered all his, her or its certificates for exchange, the Company shall carry forward any fractional shares until all certificates of that holder have been presented for exchange. The Old Certificates surrendered for exchange shall be properly endorsed and otherwise in proper form for transfer. From and after the Effective Time, the amount of capital represented by the shares of the New Common Stock into which and for which the shares of the Old Common Stock are reclassified under the terms hereof shall be an amount equal to the product of the number of issued and outstanding shares of New Common Stock and the \$0.001 par value of each such share."

4. Except as herein amended, the Original Certificate of the Company shall remain in full force and effect.

[Signature page follows]

IN WITNESS WHEREOF, said Company has caused this certificate to be signed this
20th day of March, 2024.

BETTER CHOICE COMPANY INC.

By: /s/ Kent Cunningham

Name: Kent Cunningham

Title: Chief Executive Officer