

**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): May 21, 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)

83-4284557  
(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): (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.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 24, 2024, Better Choice Company Inc., a Delaware corporation (the "Company"), announced that it received a warning letter, dated May 21, 2024, from NYSE Regulation regarding the Company's disclosure of material news in a manner that did not comply with the NYSE American Company Guide (the "Company Guide").

A company listed on the NYSE American is required to make immediate public disclosure of all material information concerning its affairs. When such disclosure is to be made between 7:00 A.M. and 4:00 P.M., Eastern Time, the company is required to notify the Exchange at least ten minutes prior to the announcement. On May 21, 2024, the Company received a letter from NYSE Regulation, advising the Company that it did not comply with Section 401(a) of the NYSE American Company Guide.

At approximately 12:50 P.M. Eastern Time on May 17, 2024, the Company issued a press release announcing its First Quarter 2024 Results, which was a material news disclosure. In doing so, the Company did not comply with Section 401(a) of the Company Guide by notifying the Exchange before issuing the announcement or providing the

Exchange an advance copy of the announcement.

Concurrently with the issuance of this press release, the Company is filing a Current Report on Form 8-K with the Securities and Exchange Commission with respect to this matter. NYSE Regulation has also advised the Company that, pursuant to Section 401(j) of the NYSE American Company Guide, it is required to issue a news release with respect to this matter.

A copy of the press release is attached hereto as Exhibit 99.1.

#### 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, 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.

<u>Exhibits</u>	<u>Description</u>
99.1	<a href="#">Press Release dated May 24, 2024</a>
104	Cover Page Interactive Data file (embedded within the Inline XBRL document)

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#### 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. May 24, 2024

By: /s/ Carolina Martinez  
Name: Carolina Martinez  
Title: Chief Financial Officer

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May 24, 2024

### **Better Choice Company Receives Letter from NYSE Regulation**

NEW YORK, May 24, 2024 (GLOBE NEWSWIRE) — Better Choice Company Inc. (NYSE American: BTTR) (the “Company” or “Better Choice”), a pet health and wellness company, announced today that it received a warning letter from NYSE Regulation regarding the Company’s disclosure of material news in a manner that did not comply with the NYSE American Company Guide (the “Company Guide”).

Section 401(a) of the Company Guide requires a listed company “to make immediate public disclosure of all material information concerning its affairs” and that “when such disclosure is to be made between 7:00 A.M. and 4:00 P.M., Eastern Time, it is essential that the Exchange be notified at least ten minutes prior to the announcement.”

At approximately 12:50 P.M. Eastern Time on May 17, 2024, the Company issued a press release announcing its First Quarter 2024 Results, which was a material news disclosure. In doing so, the Company did not comply with Section 401(a) of the Company Guide by notifying the Exchange before issuing the announcement or providing the Exchange an advance copy of the announcement. As such, on May 21, 2024, the Company received a warning letter from NYSE Regulation in accordance with Section 1009(a) (i) of the Company Guide, to notify the Company of the noncompliance.

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

Better Choice Company Inc. is a rapidly growing pet 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 pet 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 pet 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 brand, which is 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.

Kent Cunningham, CEO

### **Investor Contact:**

KCSA Strategic Communications  
Valter Pinto, Managing Director

T: 212-896-1254  
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Source: Better Choice Company Inc.

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