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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): April 5, 2024

**Medicine Man Technologies, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation)

**000-55450**  
(Commission File Number)

**46-5289499**  
(IRS Employer Identification No.)

**865 N. Albion Street, Suite 300**  
**Denver, Colorado**  
(Address of Principal Executive Offices)

**80220**  
(Zip Code)

**(303) 371-0387**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(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
Not applicable	Not applicable	Not applicable

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 4.01 Changes in Registrant's Certifying Accountant.**

##### *(a) Dismissal of Former Independent Registered Public Accounting Firm*

On April 5, 2024, the Audit Committee (the "Audit Committee") of Medicine Man Technologies, Inc. (the "Company") approved the dismissal of BF Borgers CPA, PC ("Borgers") as the Company's independent registered public accountant. None of the reports of Borgers on the Company's financial statements for either of the past two years or subsequent interim period contained an adverse opinion or disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principles.

During the two most recent fiscal years and any subsequent interim period preceding Borgers dismissal, there were no disagreements with Borgers on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement(s), if not resolved to the satisfaction of Borgers concerning the subject matter of each of such disagreements would have caused them to make reference thereto in their report on the financial statements.

The Company provided a copy of the foregoing disclosures to Borgers prior to the date of the filing of this Current Report on Form 8-K and requested that Borgers furnish it with a letter addressed to the Securities & Exchange Commission stating whether or not it agrees with the statements in this described herein. A copy of such letter is filed as Exhibit 16.1 to this Current Report on Form 8-K.

##### *(b) Appointment of New Independent Registered Public Accounting Firm*

On April 5, 2024, the Company's Audit Committee approved the engagement of Baker Tilly US, LLP ("Baker Tilly"), as the Company's new independent accountant to audit the Company's financial statements and to perform reviews of interim financial statements. During the fiscal years ended December 31, 2023 and through the date of this report, neither the Company, nor anyone on its behalf, consulted Baker Tilly regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered with respect to the consolidated financial statements of the Company, and no written report or oral advice was provided to the Company by Baker Tilly that was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a "disagreement" (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a "reportable event" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

#### **Item 9.01 Financial Statements and Exhibits.**

##### **(d) Exhibits**

Exhibit No.	Description
<a href="#">16.1</a>	<a href="#">Letter from BF Borgers CPA PC to the Securities Exchange Commission Dated April 8, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

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.

**MEDICINE MAN TECHNOLOGIES, INC.**

By: /s/ Christine Jones  
Christine Jones  
Chief Legal Officer

Date: April 8, 2024

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5400 W Cedar Ave  
Lakewood, CO 80226  
Telephone: 303.953.1454  
Fax: 303.945.7991

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April 8, 2024

**United States Securities and Exchange Commission  
Office of the Chief Accountant  
100 F Street, N.E.  
Washington, D.C. 20549**

Re: Medicine Man Technologies, Inc.

Ladies and Gentleman:

We have read the statements under item 4.01 in the Form 8-K dated April 8, 2024, of Medicine Man Technologies, Inc. (the "Company") to be filed with the Securities and Exchange Commission and we agree with such statements therein as related to our firm. We have no basis to, and therefore, do not agree or disagree with the other statements made by the Company in the Form 8-K.

Sincerely,

*BF Borgers CPA PC*

**BF Borgers CPA PC  
Certified Public Accountants  
Lakewood, CO**

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