

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): February 15, 2022

**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.)

**4880 Havana Street, Suite 201**  
**Denver, Colorado**  
(Address of Principal Executive Offices)

**80239**  
(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:**

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange On Which Registered</u>
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.

### Item 7.01. Regulation FD Disclosure.

On February 16, 2022, Medicine Man Technologies, Inc. (the “Company”) issued a press release announcing the closing of the acquisition of substantially all of the operating assets of Brow 2, LLC (“Seller”). A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information under Item 7.01 of this Current Report on Form 8-K and the press release attached as Exhibit 99.1 are being furnished by the Company pursuant to Item 7.01. In accordance with General Instruction B.2 of Form 8-K, the information under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. In addition, this information shall not be deemed incorporated by reference into any of the Company’s filings with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in any such filing.

### Item 8.01. Other Events.

On February 15, 2022, Double Brow, LLC (“Brow Buyer”), a wholly-owned subsidiary of the Company, acquired substantially all of the operating assets of Seller and assumed specified obligations of Seller pursuant to the terms of the Asset Purchase Agreement, dated August 20, 2021, among Brow Buyer, Seller, and Brian Welsh, as the owner of Seller (the “Purchase Agreement”). Pursuant to the Purchase Agreement, Brow Buyer acquired all of Seller’s assets related to its indoor cannabis cultivation operations located in Denver, Colorado (other than assets expressly excluded from the acquisition under the Purchase Agreement), which included a 37,000 square foot building, the associated lease and equipment designed for indoor cultivation and assumed certain liabilities for contracts acquired under the Purchase Agreement (collectively, the “Acquisition”).

After purchase price adjustments for pre-closing inventory, the aggregate consideration for the Acquisition was \$6.7 million, of which Brow Buyer paid \$6.2 million at closing and held back \$500,000 as collateral for potential claims for indemnification from the Seller and Mr. Welsh under the Purchase Agreement. Any of the purchase price held back and not used to satisfy indemnification claims will be released on February 15, 2023 plus 3% simple interest. The Company funded the Acquisition from cash on hand and from the \$400,000 deposit on the purchase price made to an escrow agent on August 20, 2021 in anticipation of closing. In addition, the Company reimbursed approximately \$200,000 of pre-closing expenses incurred by Seller related to leasehold improvements.

The Company previously reported the terms of the Purchase Agreement and the transactions contemplated thereby in Item 1.01 of the Company’s Current Report on Form 8-K filed on August 26, 2021. The foregoing description of the Acquisition and the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the copy of the Purchase Agreement attached hereto as Exhibit 99.2 and incorporated by reference herein.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated February 16, 2022</a>
99.2*	<a href="#">Asset Purchase Agreement, dated August 20, 2021, by and among Double Brow, LLC, Brow 2, LLC and Brian Welsh (Incorporated by reference to Exhibit 2.1 to Medicine Man Technologies, Inc.’s Current Report on Form 8-K filed August 26, 2021 (Commission File No. 000-55450))</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

\* Certain exhibits and schedules to the agreement have been omitted pursuant to Instruction 4 to Item 1.01 of Form 8-K and Item 601(a)(5), as applicable, of Regulation S-K. The Company hereby undertakes to supplementally furnish copies of any omitted schedules to the Securities and Exchange Commission upon request.

**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/ Daniel R. Pabon

Daniel R. Pabon  
General Counsel

Date: February 22, 2022



NEWS RELEASE  
For Immediate Release

OTCQX: SHWZ

**SCHWAZZE CLOSES ACQUISITION OF  
COLORADO CULTIVATION GROWER BROW 2, LLC**

**Additional Indoor Grow Acquisition Increases Cultivation Capacity  
Company Continues to Execute Growth Strategy Through Acquisitions**

**DENVER, CO – February 16, 2022 – Schwazze, (OTCQX:SHWZ) ("Schwazze" or the "Company"),** announced today that it has closed the transaction to acquire the assets of Brow 2, LLC, located in Denver, Colorado. The planned transaction includes a 37,000 square foot building and equipment designed for indoor cultivation. This transaction continues Schwazze's aggressive expansion in Colorado and will enhance the Company's cultivation capabilities, providing product directly to its dispensaries. The consideration for the acquisition was \$6.7 million and was paid in cash at closing.

*"This is another step in building operational depth and capabilities in Colorado for Schwazze. This acquisition will add a talented team of growers, high-quality indoor flower cultivation capacity, new strain genetics, and another profitable asset to our platform. The new facility will supply our growing network of dispensaries and customers with a broad assortment of high-quality indoor flower,"* said Justin Dye, Schwazze's CEO.

**Corporate Update**

Late in 2021, Schwazze announced a transformational \$95 million raise with institutional investors and individuals, allowing the Company to expedite its aggressive expansion plans and become a regional MSO with operations in Colorado and New Mexico. The Company's differentiated strategy is to build a leadership position in retail and operational depth within its operating areas.

Since December 2021, Schwazze has completed five acquisitions adding a total of 15 cannabis dispensaries, including Smoking Gun (December 2021); Drift (February 2022); Emerald Fields (February 2022); and the ten Greenleaf New Mexico dispensaries (February 2022). See Figure #1, outlining Schwazze's dispensary assets.

Since July 2021, the Company has acquired a total of six cultivation facilities, two in Colorado including, SCG Holding LLC (July 2021); and Brow 2 LLC (February 2022) - and four licensed in New Mexico (February 2022). The Greenleaf New Mexico acquisition also added a manufacturing asset, Elemental Kitchen & Laboratories, LLC to the Company's Purplebee's manufacturing plant in Colorado.

The Company continues to evaluate merger and acquisition transactions that meet our strategic screening criteria.

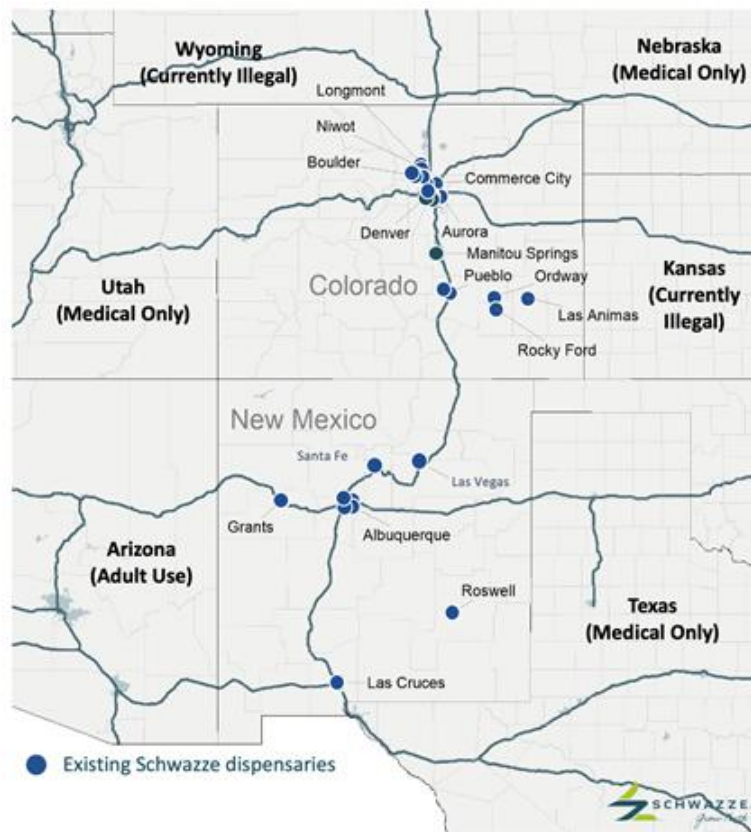
**About Schwazze**

Schwazze (OTCQX: SHWZ) is building a premier vertically integrated regional cannabis company with assets in Colorado and New Mexico and will continue to take its operating system to other states where it can develop a differentiated regional leadership position. Schwazze is the parent company of a portfolio of leading cannabis businesses and brands spanning seed to sale. The Company is committed to unlocking the full potential of the cannabis plant to improve the human condition. Schwazze is anchored by a high-performance culture that combines customer-centric thinking and data science to test, measure, and drive decisions and outcomes. The Company's leadership team has deep expertise in retailing, wholesaling, and building consumer brands at Fortune 500 companies as well as in the cannabis sector. Schwazze is passionate about making a difference in our communities, promoting diversity and inclusion, and doing our part to incorporate climate-conscious best practices. Medicine Man Technologies, Inc. was Schwazze's former operating trade name. The corporate entity continues to be named Medicine Man Technologies, Inc.

Schwazze derives its name from the pruning technique of a cannabis plant to enhance plant structure and promote healthy growth.

4880 Havana St. Suite 201 | Denver, CO 80239  
schwazze.com | OTCQX: SHWZ

Figure #1



**Forward-Looking Statements**

This press release contains “forward-looking statements.” Such statements may be preceded by the words “plan,” “will,” “may,” “predicts,” or similar words. Forward-looking statements are not guarantees of future events or performance, are based on certain assumptions, and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company’s control and cannot be predicted or quantified. Consequently, actual events and results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) our inability to manufacture our products and product candidates on a commercial scale on our own or in collaboration with third parties; (ii) difficulties in obtaining financing on commercially reasonable terms; (iii) changes in the size and nature of our competition; (iv) loss of one or more key executives or scientists; (v) difficulties in securing regulatory approval to market our products and product candidates; (vi) our ability to successfully execute our growth strategy in Colorado and outside the state, (vii) our ability to consummate the acquisition described in this press release or to identify and consummate future acquisitions that meet our criteria, (viii) our ability to successfully integrate acquired businesses and realize synergies therefrom, (ix) the ongoing COVID-19 pandemic, (x) the timing and extent of governmental stimulus programs, (xi) the uncertainty in the application of federal, state and local laws to our business, and any changes in such laws, and (x) our ability to satisfy the closing conditions for the private finding described in this press release. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission (SEC), including the Company’s Annual Report on Form 10-K and its Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC’s website at <http://www.sec.gov>. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise except as required by law.

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