

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## DTHERA SCIENCES

**Form: 8-K**

**Date Filed: 2018-07-23**

Corporate Issuer CIK: 1586372

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): **July 23, 2018**



**DTHERA SCIENCES**

(Exact Name of Registrant as Specified in Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**333-191175**

Commission File Number

**90-0925768**

(IRS Employer Identification No.)

**7310 Miramar Rd Suite 350., San Diego, CA**

(Address of principal executive offices)

**92126**

(Zip Code)

Registrant's telephone number, including area code: **(858) 215-6360**

(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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

☒ 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 3.02    Unregistered Sales of Equity Securities.**

*Unregistered Sales of Equity Securities*

Dthera Sciences, a Nevada corporation (the “Company”), announced on July 23, 2018, that it had closed a private placement offering of shares of its common stock (the “Offering”). The Company had commenced the Offering in late 2017.

As of the date of the closing of the Offering, the Company had sold a total of approximately 3,925,000 shares of the Company’s common stock in the Offering, and had raised an aggregate of approximately \$2,550,000.

The Offering was made to accredited investors only. No warrants or other securities were offered in the Offering.

The above issuances were completed in reliance on exemptions from registration under Section 4(a)(2) of the Securities Act of 1933 (the “Securities Act”). These transactions qualified for exemption from registration because (i) the Company did not engage in any general solicitation or advertising to market the securities; (ii) each purchaser was provided the opportunity to ask questions and receive answers from the Company regarding the Company and the issuance; (iii) the securities were issued to persons with knowledge and experience in financial and business matters so that he or she is capable of evaluating the merits and risks of an investment in the Company; and (iv) the recipients received “restricted securities” that include a restrictive legend on the certificate, which restricts the shares from being transferred except pursuant to a registration statement that is effective with the SEC or pursuant to an exemption from registration.

**Item 7.01    Regulation FD Disclosure.**

On July 23, 2018, the Company issued a press release regarding the closing of the private offering, which is attached hereto as Exhibit 99.1. The press release included as Exhibit 99.1 will be deemed to be “furnished” rather than “filed,” pursuant to the rules of the Securities and Exchange Commission

**Item 9.01    Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release dated July 23, 2018</a>

**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.

**Dthera Sciences**

Date: July 23, 2018

By: /s/ Edward Cox  
Name: Edward Cox  
Title: Chief Executive Officer

## **Dthera Sciences Closes Private Placement Ahead of Commercial Launch**

**SAN DIEGO, July 23, 2018** -- Dthera Sciences (OTCQB:DTHR), a digital therapeutics company developing innovative quality of life therapies for the elderly, has received the final tranche of investment into its previously announced pre-launch equity private placement. A total of \$2.55M was raised at a share price of \$0.65. The shares were not registered and there were no warrants issued in the transaction.

"We are pleased to have closed our Pre-Launch Financing Round ahead the upcoming launch of ReminX," said Edward Cox, CEO of Dthera Sciences. "The timing and terms of this financing provide strong affirmation by investors regarding the company's inherent value. The capital from this fundraising provides us with the necessary finances to fully commercialize the product ReminX."

More information on ReminX™ and Dthera can be found at: [www.reminx.com](http://www.reminx.com) and [www.dthera.com](http://www.dthera.com).

### **About Dthera Sciences**

Dthera Sciences, based in San Diego, CA, is a digital therapeutics company developing innovative quality of life therapies for the elderly and those suffering from cognitive decline. The company's lead product, ReminX™, is an artificial-intelligence-powered consumer health product designed to digitally deliver reminiscence therapy to individuals suffering from neurodegenerative diseases such as Alzheimer's disease and other dementias, as well as social isolation.

For more information, please visit [www.dthera.com](http://www.dthera.com) and [www.reminx.com](http://www.reminx.com).

### **Forward Looking Statement**

This press release contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995, regarding the research, development and commercialization of therapeutic products and technologies, as well as the Company's efforts to increase its customer base. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of the statements made, and could cause actual outcomes and results to differ materially from current expectations. No forward-looking statement can be guaranteed. These forward-looking statements are made as of the date of this press release, and the Company expressly disclaims any intention or obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Readers are urged to read the risk factors set forth in the Company's most recent annual report on Form 10-K, subsequent quarterly reports filed on Form 10-Q, and other filings made with the SEC. Copies of these reports are available from the SEC's website at [www.sec.gov](http://www.sec.gov) or without charge from the Company.

### **Contact:**

#### **Company**

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#### **Investor Relations**

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