

---

---

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 11, 2017**

**ARTELO BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| <u>Nevada</u><br>(State or other jurisdiction<br>of incorporation)                               | <u>333-199213</u><br>(Commission<br>File Number) | <u>33-1220924</u><br>(IRS Employer<br>Identification No.) |
| <u>29 Fitzwilliam Street Upper, Dublin 2 Ireland</u><br>(Address of principal executive offices) | <u>(Zip Code)</u>                                |   |

Registrant's telephone number, including area code: **+353 (1) 443 4604**

(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))
- 
-

#### **Item 7.01 Regulation FD. Disclosure.**

On May 11, 2017, representatives of Artelo Biosciences, Inc. (the “**Company**”) began making presentations to potential investors using slides containing the information attached as **Exhibit 99.1** to this Current Report on Form 8-K (the “**Investor Presentation**”) and incorporated by reference herein. The Company expects to use the Investor Presentation, in whole or in part, and possibly with modifications, in connection with presentations to potential investors and others at talks to be held on May 11 and May 12 in London and Dublin, respectively.

By filing this Current Report on Form 8-K and furnishing the information contained herein, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K (including the exhibit) does not constitute an offer to sell or a solicitation of an offer to purchase any securities of the Company and does not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The information presented in Item 7.01 of this Current Report on Form 8-K and **Exhibit 99.1** shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or specifically incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

#### Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance. These forward-looking statements reflect views and assumptions regarding expectations and projections about future events and are based on currently available information. The use of words such as “anticipates,” “estimates,” “expects,” “intends,” “plans,” and “believes,” among others, generally identifies forward-looking statements. However, these words are not the exclusive means of identifying such statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements and may include statements relating to future revenues, expenses, margins, profitability, net income/(loss), earnings per share and other measures of results of operations and the prospects for future growth of the Company’s business. These forward-looking statements are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Actual results and the timing and outcome of events may differ materially from those expressed or implied in these forward-looking statements for a variety of reasons, including, but not limited to: an increasingly competitive global environment; risks related to the Company’s industry; the results of the Company’s sponsored research; the Company’s failure to comply with current laws, rules and regulations, or changes to such laws, rules and regulations; volatility in the Company’s stock price; liquidity constraints or the Company’s inability to access the capital markets when necessary or desirable; risks related to actions taken by the Company’s business partners and third party service providers; the Company’s failure to protect its intellectual property or proprietary information from copying or use by others; and other risks detailed in the Company’s public filings with the SEC.

Other unknown or unpredictable factors also could have a material adverse effect on the Company’s business, financial condition and results of operations. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this Current Report on Form 8-K may not in fact occur. Accordingly, the reader should not place undue reliance on those statements. Except as required by law, the Company undertakes no obligation, and does not intend, to publicly or otherwise update or revise any forward-looking statement or other statement in this Current

Report on Form 8-K, whether as a result of new information, future events or otherwise, even if experience or future events make it clear that any expected results express or implied by these forward-looking statements will not be realized.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b>   | <b>Description</b>                    |
|----------------------|---------------------------------------|
| <a href="#">99.1</a> | <a href="#">Investor Presentation</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.

**ARTELO BIOSCIENCES, INC.**

By: /s/ Gregory Gorgas

Gregory Gorgas  
President & CEO

Date: May 16, 2017



# Artelo

## BIOSCIENCES

Phone: +35314434604  
E-mail: [peter@artelobio.com](mailto:peter@artelobio.com)  
[www.artelobio.com](http://www.artelobio.com)

*Investor Presentation*  
May 11&12, 2017



---

---

## Disclaimer



Statements in this Artelo Biosciences presentation that are not historical facts are "forward-looking statements" subject to risks/uncertainties. Such statements are based on current facts/analyses and other information that are based on forecasts of results, estimates of amounts not yet determined, and assumptions of management. Such statements are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", and similar expressions or that events or conditions "will", "would", "may", "can", "could" or "should" occur. Information concerning reserve estimates may also be deemed to be forward looking statements, as it constitutes a prediction of what might be present when/if a project is actually developed.

It is important to note that actual outcomes and results could differ materially from those in such statements due to numerous factors beyond the Company's control including misinterpretation of data, inaccurate estimates of timelines, uncertainty of the requirements demanded by governmental agencies, Company's ability to raise financing, breach by third-parties, inability to retain employees/consultants, competition for equipment, inability to obtain permits, delays in operations, problems with licensing agreements, the likelihood that no commercial markets exist for our products, and our ability to development products.

This presentation does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the Securities Act of 1933, as amended. They may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. Company undertakes no obligation to publicly release the results of any revisions to these statements that may be made to reflect the events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.



# Company





## Introduction

**Artelo**  
BIOSCIENCES

Company: **Public quoted in the US**

Science: **Endocannabinoid system modulation**

Focus: **Cannabinoid-based treatments**

Therapeutic areas: **Pain, Inflammation, GI,  
Cardiovascular, Stroke, Cancer**

Financing: **Bridge to planned**

**larger financing in Q4'17**

Stock symbol: **ARTL**

Liabilities: **No debt**

**US Headquarters: San Diego, California**

**European Hub: Dublin, Ireland**

## Highlights

Lead research program is a proprietary drug combination aimed to produce a synergy with cannabidiol (CBD)

Supply Agreement secures cGMP quality cannabinoid material for non-clinical and clinical research

Planning for clinical development in a rare and orphan disease. Orphan Drug Designation protection will convey market exclusivity (10 years in EU, 7 years in US)

Developing our own proprietary compounds with existing partnerships and new research collaborations

Worldwide, exclusive rights to intellectual property covering the CBD-based combination product candidate

Prioritizing rapidly achieved clinical endpoints for our development initiatives

Enabling patient access to the therapeutic potential of cannabis-based medicine

Participating in the cannabis-derived pharmaceutical sector which is projected to surpass \$20 billion by 2020

Active research collaboration with the University of Nottingham, UK; Assessing other development programs from well known academic research institutions



# Leadership



## Management Team



### **Gregory Gorgas, President & CEO**

Over 30 years of high-impact commercial and development experience as biotech veteran and entrepreneur, including global marketing leadership of Biogen's worldwide cancer business, commercial officer at Mast Therapeutics with orphan disease expertise, Theragence co-founder and director, and four significant first-in-class launches in addition to more than a dozen other successful product launches at IDEC, Chiron, Cetus and Upjohn.



### **Peter O'Brien, Senior Vice President, European Operations**

Over 20 years in healthcare industry founding several successful recruitment firms including Driver & Labour Recruit and Hanrahan & O'Brien Consultants and Nursing Station. Founder of the very successful Medical Job Board.

## Board of Directors



### Connie Matsui, Board Chair

Serves on multiple pharmaceutical and nonprofit boards bringing executive leadership and general management expertise to her responsibilities. Chaired collaboration for the late stage development and commercialization of rituximab (MabThera/Rituxan) in partnership with Roche and Genentech as well as Project Leader for Zevalin, the first radioimmunotherapy approved by the FDA.



### Steven Kelly, Director

Founding CEO of Pinteon Therapeutics, an early stage Oncology and CNS development company. Held the position of CEO and CCO of three other biopharmaceutical companies including Theracrine, Biovex and Innovive. Deeply involved in all phases of the business across multiple therapeutic categories over last 30 years.



**Professor Saoirse O'Sullivan, PhD  
(University of Nottingham)**

Researcher in development of cannabinoids for cancer, stroke, inflammation, and pain. Over 26 original research articles, 6 reviews and 3 book chapters on the topic of cannabinoid pharmacology. Named the International Cannabinoid Research Society Young Investigator of the year.



**Dr. Martin Emanuele, PhD**

More than 30 years of bio-pharmaceutical industry experience including over 20 years at the senior executive level at companies including CytRx Corp., Avanir Pharmaceuticals, Kemia Inc, Da Vita Inc and Mast Therapeutics. Awarded several US patents and drug development grants from the NIH and the US Food & Drug Administration. Led four original IND's for new chemical entities and been a key participant in the NDA approval for two first-in-class drugs.



# The Science



**Cannabinoids** refers to a group of substances that are structurally related to chemicals derived from the cannabis plant or that bind to cannabinoid receptors



### **Types of cannabinoids:**

- endogenous (endocannabinoid)
- derived from the cannabis plant (phytocannabinoid)
- synthesized cannabinoids



## What is Cannabidiol (CBD)?

- **Second most abundant chemical found in the flowering bud of the cannabis plant**
- **Does not cause the same psychotropic effects as THC**
- **Has a multiple effects in the body:**
  - anti-inflammatory
  - anti-oxidant
  - anxiolytic
  - analgesic
  - anti-epileptic
  - anti-tumoral
  - neuroprotectant
  - vasodilator



## Therapeutic Potential of CBD

**Beyond current clinical use in multiple sclerosis and epilepsy, non-clinical evidence supports CBD's potential for multiple therapeutic applications:**

- Inducing tumour-cell specific cell death in vitro and in vivo in breast, lung and colon cancer, limiting cancer cell migration and metastases, reducing new blood vessel formation at tumours
- Reducing the onset and pancreatic inflammation associated with type 1 diabetes and reducing symptoms (cardiac and endothelial dysfunction, pain (neuropathy) and eye problems (retinopathy)) associated with type 1 and 2 diabetes
- Improving cardiac and vascular function and reducing blood pressure
- Offsetting the effects of ischaemia/reperfusion damage (lack of oxygen) in models of stroke, acute liver or kidney damage, and global hypoxia
- Reducing gastrointestinal inflammation and reducing nausea and vomiting and colonic hypermotility
- Reducing pain and inflammation in models of arthritis



# Industry Sector

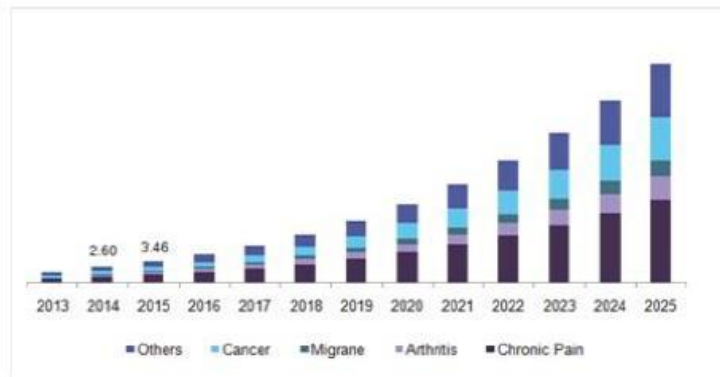


## Medical Cannabis Industry

The global medical marijuana market size was valued at \$11.4 billion in 2015 and is projected to grow with CAGR of 17.1% according to Grand View Research Medical Marijuana Industry Report.

U.S. medical marijuana market by application, 2013 - 2025 (USD Billion)

- According to a recent report by Ackrell Capital the medical marijuana industry is projected to grow to \$37 billion within five years and \$50 billion within 10 years.
- The chronic pain segment held 39.6% of the revenue share in 2015.

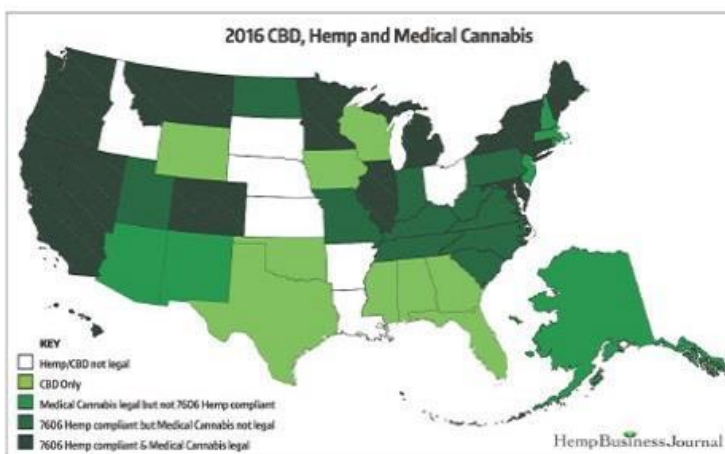


Federal prohibition of cannabis is expected to end by 2020 in the United States

## Cannabidiol (CBD) Market Advantages

**Artelo**  
BIOSCIENCES

- According to Forbes, the CBD market will grow to a \$2.1 billion market in consumer sales by 2020.
- Market rose from barely noticeable a few years ago to \$90 million in consumer sales for CBD products in 2015. The CBD market grew 27% to reach \$115 million across channels in 2016.



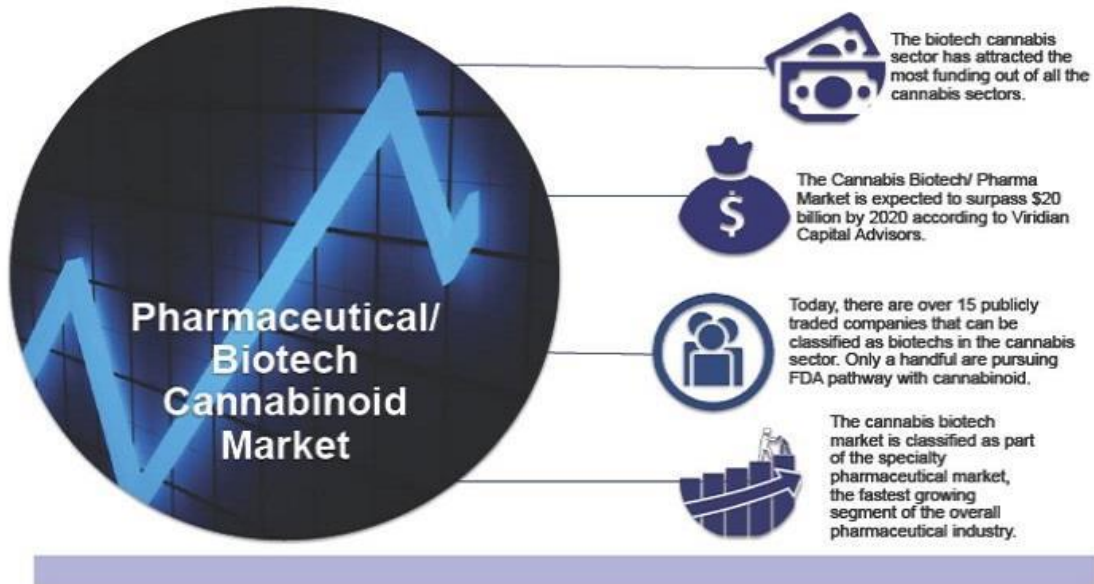
**700%** Growth

**\$2B** Market

**59%** CAGR

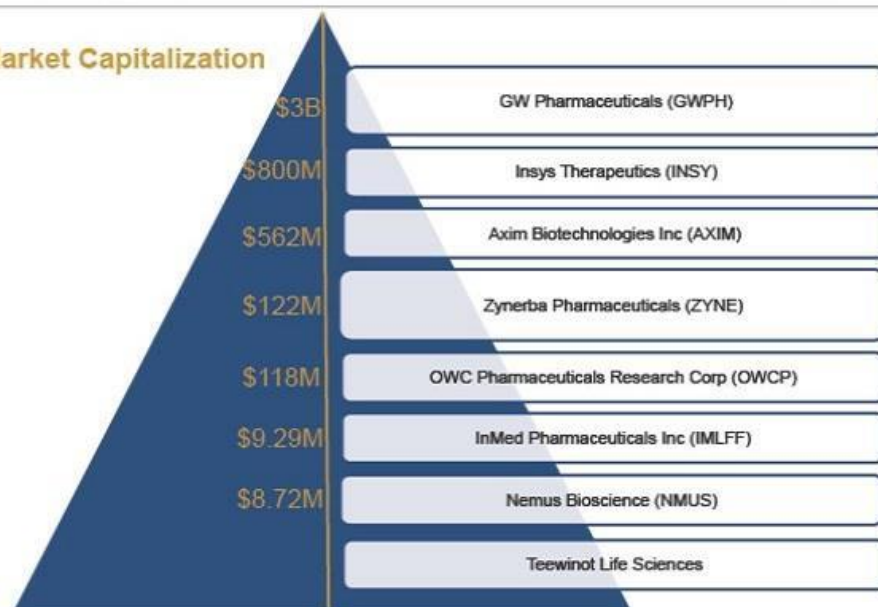
## Biopharma Cannabis Segment

CBD science is extensive with first-to-market potential available. Over the last two years there has been renewed interest and investment momentum yet large pharma still watches from sidelines.



## Sector Leaders

### Market Capitalization



Sources: Company websites and press releases, as of May 6, 2017



# Opportunity





## Research Focus



### Platform Interests:

- Novel and proprietary CBD drug combinations
- CBD combined with other cannabinoids
- CBD administration via a patentable delivery method
- Other product candidates designed to modulate the endocannabinoid system

### Therapeutic Interests:



**Our lead research program is based upon a proprietary combination product strategy to produce a synergy with CBD**



- Worldwide, exclusive rights to intellectual property covering the combination product candidate
- Patent-perfecting research and formulation efforts underway
- Planning meeting with FDA to obtain feedback on streamlined development strategy
- Pursuing development in a rare and orphan disease
- Program could be expanded to larger, more commonly occurring conditions

## Capital – Up to \$1,000,000 Raise

### Capital expected to fund the next few months and to prepare for a \$5-10M equity raise

Artelo Biosciences stock symbol: **ARTL**

Common Shares Issued & Outstanding: **9,800,000**

Current Pre-Money Valuation: **\$4,000,000 USD based on \$1M raise at \$0.40 per share**

Develop and procure additional intellectual property and perfect patents (one world wide license obtained and several others in process)

Formulation activities on lead program and research activities related to filing investigational new drug application

Manufacture clinical material for combo drug program with CBD supplier

File Orphan Drug Applications in the US and EU

Recruit additional experienced management (current management not taking any salaries and are participating in this raise)

Engage contractors and service providers with specific expertise in regulatory, drug delivery methods, and clinical research

General corporate purposes to support public listing and compliance

Diligence and negotiations for additional licensing opportunities

## Summary





# Artelo

## BIOSCIENCES

29 Fitzwilliam Street Upper  
Dublin 2, Ireland  
[www.artelobio.com](http://www.artelobio.com)

Greg Gorgas (USA) 760.473.9803 [gorgas@artelobio.com](mailto:gorgas@artelobio.com)  
Peter O'Brien (IRE) 083 140 6837 [peter@artelobio.com](mailto:peter@artelobio.com)

