

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) **June 11, 2025**

**ARTELO BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>333-199213</b> (Commission File Number)	<b>33-1220924</b> (IRS Employer Identification No.)
<b>505 Lomas Santa Fe, Suite 160 Solana Beach, CA USA</b> (Address of principal executive offices)		<b>92075</b> (Zip Code)

Registrant's telephone number, including area code **(858) 925-7049**

(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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	ARTL	The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 3.03. Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03. A copy of the Certificate of Change described in Item 5.03 is filed as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 12, 2025, Artelo Biosciences, Inc., a Nevada corporation (the “Company”), filed with the Secretary of State of the State of Nevada a Certificate of Change (the “Certificate of Change”), pursuant to Nevada Revised Statutes 78.209, to effect a one-for-six (1-for-6) reverse stock split (the “Reverse Split”) of the Company’s issued and outstanding common stock, par value \$0.001 per share (the “Common Stock”). The Reverse Split will be effective as of 12:01 a.m. Eastern Time on June 13, 2025 (the “Effective Time”). Pursuant to the Nevada Revised Statutes 78.207, the Company’s board of directors has the authority to effect a reverse stock split without stockholder approval if the number of authorized shares of common stock and the number of outstanding shares of common stock are proportionally reduced.

As a result of the Reverse Split, each six (6) pre-split shares of Common Stock outstanding will automatically combine into one (1) new share of Common Stock without any action on the part of the holders, and the number of outstanding shares of Common Stock will be reduced from 3,280,000 to approximately 546,667. The number of authorized shares of common stock has been reduced from 50,000,000 to 8,333,333, while the number of authorized shares of preferred stock has been reduced from 416,667 to 69,444. The new CUSIP number for the Common Stock following the Reverse Split will be 04301G607.

The Reverse Split is being effected in order to improve the marketability and liquidity of the Company’s common stock and to regain compliance with all of the continued listing requirements of the Nasdaq Stock Market (“Nasdaq”).

No fractional shares will be issued as a result of the Reverse Split. Stockholders who otherwise would be entitled to a fractional share because they hold a number of shares not evenly divisible by the 1 (one) for six (6) Reverse Split ratio will automatically be entitled to receive one whole share of Common Stock for each such fractional share. All of the Company’s current outstanding warrants to purchase shares of Common Stock and other derivatives automatically adjust per their terms to reflect the Reverse Split.

***What happens to the warrants from the October 2020 financing (maturity date October 13, 2025)?***

These warrants to purchase Artelo’s Common Stock were originally issued at an exercise price of \$0.75 per share and expire on October 13, 2025. With the 1 (one) for six (6) reverse split, 6 of these warrants are now exercisable at \$4.50 (\$0.75 x 6) for one post-split share of Artelo’s Common Stock. Thus, for example, 6,000 of these warrants would be exercisable to purchase 1,000 post-reverse-split shares of Common Stock (6,000/6) at \$4.50 each.

The Certificate of Change is filed as Exhibit 3.1 hereto and are incorporated herein by reference.

**Item 8.01. Other Events.*****Nasdaq Minimum Bid Price***

On June 13, 2025, the Company received a formal notification via letter from Nasdaq confirming that the Company had regained compliance with the minimum bid price requirement under Nasdaq Listing Rule 5550(a)(2), which requires that the Company’s common stock maintain a minimum bid price of at least \$1.00 per share, and that the matter is now closed. The Nasdaq staff determined that for the eleven consecutive business days, from May 29 through June 12, 2025 (prior to the Reverse Split), the closing bid price of the Company’s common stock had been at \$1.00 per share or greater.

***Press Release***

On June 11, 2025, the Company issued a press release announcing the Reverse Split. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Change.</a>
<a href="#">99.1</a>	<a href="#">Press Release.</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.**

/s/ Gregory D. Gorgas

Gregory D. Gorgas

President & Chief Executive Officer

Date: June 13, 2025



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

Filed in the Office of <i>FV Aguilar</i>	Business Number <b>E0258042011-1</b>
Secretary of State State Of Nevada	Filing Number <b>20254961253</b>
	Filed On <b>6/11/2025 9:38:00 AM</b>
	Number of Pages <b>1</b>

## Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

### INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

<b>1. Entity Information:</b>	Name of entity as on file with the Nevada Secretary of State: <b>ARTELO BIOSCIENCES, INC.</b>	
	Entity or Nevada Business Identification Number (NVID): <b>E0258042011-1</b>	
<b>2. Current Authorized Shares:</b>	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: Common 50,000,000 \$.001 Preferred 416,667 \$.001	
<b>3. Authorized Shares After Change:</b>	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: Common 8,333,333 \$.001 Preferred 69,444 \$.001	
<b>4. Issuance:</b>	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: 1 share will be issued for each 6 shares currently outstanding.	
<b>5. Provisions:</b>	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: All resulting fractional shares will be rounded up to the nearest whole share.	
<b>6. Provisions:</b>	The required approval of the stockholders has been obtained.	
<b>7. Effective date and time: (Optional)</b>	Date: <b>June 13, 2025</b>	Time: <b>12:01 a.m.</b> (must not be later than 90 days after the certificate is filed)
<b>8. Signature: (Required)</b>	<b>X</b> <i>[Signature]</i> Signature of Officer	President & CEO <b>06/11/2025</b> Title Date

This form must be accompanied by appropriate fees.  
 If necessary, additional pages may be attached to this form.

June 11, 2025



## Artelo Biosciences Announces Reverse Stock Split

### Shares Expected to Begin Trading on a Split-Adjusted Basis on June 13, 2025

SOLANA BEACH, Calif., June 11, 2025 (GLOBE NEWSWIRE) --**Artelo Biosciences, Inc. (Nasdaq: ARTL)**, a clinical-stage pharmaceutical company focused on modulating lipid- signaling pathways to develop treatments for people living with cancer, pain, dermatological or neurological conditions, today announced that on May 20, 2025 Artelo's Board of Directors approved a 6-for-1 reverse stock split ("Reverse Split") of the Company's common stock ("Common Stock"). The Company's common shares will begin trading on a split- adjusted basis on the Nasdaq Capital Market commencing at the market open, June 13, 2025. The Board of Directors determined the 6-for-1 ratio to be appropriate in order to increase the price per share of the Common Stock to meet the continued listing requirement of the Nasdaq Stock Market ("Nasdaq") of a minimum of \$1.00 per share closing bid price. The new CUSIP number for the Common Stock following the Reverse Split will be 04301G607.

As a result of the Reverse Split, each six shares of the Company's issued and outstanding Common Stock will be automatically combined and converted into one issued and outstanding share of Common Stock. Each shareholder's pro-rata percentage ownership will remain unchanged as a result of the reverse split and no further action is required by shareholders. All of the Company's current outstanding warrants to purchase shares of Common Stock and other derivatives automatically adjust per their terms to reflect the reverse split. Immediately after the reverse split becomes effective, there will be approximately 546,667 shares of Common Stock issued and outstanding. For further details, all shareholders are invited to review the 8-K regarding this reverse split which will be filed June 13, 2025.

### About Artelo Biosciences

Artelo Biosciences, Inc. is a clinical-stage pharmaceutical company dedicated to the development and commercialization of proprietary therapeutics that modulate lipid-signaling pathways. Artelo is advancing a portfolio of broadly applicable product candidates designed to address significant unmet needs in multiple diseases and conditions, including anorexia, cancer, anxiety, dermatologic conditions, pain, and inflammation. Led by proven biopharmaceutical executives collaborating with highly respected researchers and technology experts, the Company applies leading-edge scientific, regulatory, and commercial discipline to develop high-impact therapies. More information is available at [www.artelobio.com](http://www.artelobio.com) and X: @ArteloBio.

### Forward Looking Statements

*This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Private Securities Litigation Reform Act, as amended, including those relating to the Company's product development, clinical and regulatory timelines, market opportunity, competitive position, possible or assumed future results of operations, business strategies, potential growth opportunities and other statement that are predictive in nature. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management's current beliefs and assumptions. These statements may be identified by the use of forward-looking expressions, including, but not limited to, "expect," "anticipate," "intend," "plan," "believe," "estimate," "potential," "predict," "project," "should," "would" and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company's filings with the Securities and Exchange Commission, including our ability to raise additional capital in the future. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable securities laws.*

### Investor Relations Contact:

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Source: Artelo Biosciences