

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) **September 9 2025**

ARTELO BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	001-38951 (Commission File Number)	33-1220924 (IRS Employer Identification No.)
505 Lomas Santa Fe, Suite 160 Solana Beach, CA USA (Address of principal executive offices)		92075 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 9, 2025, the board of directors (the “Board”) of Artelo Biosciences, Inc. (the “Company”) amended the Company’s amended and restated bylaws, as provided in a Certificate of Amendment to Bylaws (the “Bylaws Amendment”), as follows:

- The required notice period for special meetings of the Board has been updated, as provided in the Bylaws Amendment;
- The right of stockholders to take action without a meeting has been eliminated;
- The Bylaws have been updated to provide that the Company shall in all respects be considered an “issuing corporation” for purposes of the provisions of NRS 78.378 to 78.3793 inclusive, irrespective of whether the Company, as of any date, (i) has 200 or more stockholders of record, at least 100 of whom have had addresses in Nevada appearing on the stock ledger of the Company at all times during the 90 days immediately preceding such date, and/or (ii) does business in Nevada directly or through an affiliated corporation; and
- The Bylaws have been updated to provide that the record date for determining shareholders entitled (i) to notice of or to vote at any shareholders' meeting or adjournment thereof, (ii) to receive payment of any share dividend, or (iii) to receive payment of any distribution shall be not more than 60 days prior to the date on which the particular action requiring determination of shareholders is to be taken.

The Bylaws Amendment is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Exhibit
3.1	Certificate of Amendment to Bylaws
104	Cover Page Interactive Data File (embedded within the XBRL document)

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.

Date: September 10, 2025

/s/ Gregory D. Gorgas

Gregory D. Gorgas

President & Chief Executive Officer

CERTIFICATE OF AMENDMENT TO BYLAWS OF ARTELO BIOSCIENCES, INC.

1. A new Section 9.3 is added to the Bylaws consisting of the following:

In accordance with subsections 2 and 3 of NRS 78.378, the Company shall in all respects be considered an “issuing corporation” for purposes of the provisions of NRS 78.378 to 78.3793, inclusive, irrespective of whether the Company, as of any date, (i) has 200 or more stockholders of record, at least 100 of whom have had addresses in Nevada appearing on the stock ledger of the Company at all times during the 90 days immediately preceding such date, and/or (ii) does business in Nevada directly or through an affiliated corporation.

2. Section 1.5 of the Bylaws is eliminated in its entirety.

3. Section 2.5 of the Bylaws is amended and restated in its entirety as follows:

2.5 Fixing Record Date. The Board of Directors may fix in advance a date as the record date for determining shareholders entitled: (i) to notice of or to vote at any shareholders' meeting or adjournment thereof; (ii) to receive payment of any share dividend; or (iii) to receive payment of any distribution. The Board of Directors may in addition fix record dates with respect to any allotment of rights or conversion or exchange of any securities by their terms, or for any other proper purpose, as determined by the Board of Directors and by law. The record date shall be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days (or such longer period as may be required by Nevada law) prior to the date on which the particular action requiring determination of shareholders is to be taken. If no record date is fixed for determining the shareholders entitled to notice of or to vote at a meeting of shareholders, the record date shall be the date before the day on which notice of the meeting is mailed. If no record date is fixed for the determination of shareholders entitled to a distribution (other than one involving a purchase, redemption, or other acquisition of the Corporation's own shares), the record date shall be the date on which the Board adopted the resolution declaring the distribution. If no record date is fixed for determining shareholders entitled to a share dividend, the record date shall be the date on which the Board of Directors authorized the dividend.

4. Section 3.7 of the Bylaws is amended and restated in its entirety as follows:

3.7 Notice of Meetings. Any regular or special meeting of the Board of Directors may be held without notice to the shareholders of the date, time, place, or purpose of the meeting. Any special meeting of the Board of Directors must be preceded by at least twenty-four (24) hours written notice to the Directors of the date, time, and place of the meeting (if notice is given by electronic mail or by personal delivery) or at least five (5) days written notice if notice is given by U.S. Mail., but, other than as may be required by applicable law, the Company's Articles of Incorporation or these Bylaw, not of its purpose). Notice may be given personally, by electronic mail or by U.S. Mail. Notice shall be deemed effective upon sending of an email notice, delivery of a personally delivered notice or upon sending a notice if sent by U.S. Mail to the physical or email address (as applicable) of the Director as shown in the Corporation's records. Notwithstanding the foregoing, if the President of the Corporation determines that an emergency or other pressing issue exists that requires the consideration of the Board, the President may call a special meeting of the Board of Directors upon three hours' notice given by electronic mail to the electronic mail address of each Director as shown in the Corporation's records. Notice of any meeting of the Board of Directors may be waived by any director at any time, by a signed writing, delivered to the Corporation for inclusion in the minutes, either before or after the meeting. Attendance or participation by a director at a meeting shall constitute a waiver of any required notice of the meeting unless the director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the director does not thereafter vote for or assent to action taken at the meeting.