

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) **November 10, 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 November 10, 2025, the board of directors (the “Board”) of Artelo Biosciences, Inc. (the “Company”) amended the Company’s amended and restated bylaws (the “Bylaws”), as provided in a Certificate of Amendment to Bylaws (the “Bylaws Amendment”), as follows:

- The Bylaws have been updated to provide that the right of stockholders to fill vacancies in the Board has been eliminated; and
- The Bylaws have been updated to provide that directors shall be elected at a meeting of the stockholders by a plurality of the votes cast at the election.

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: November 14, 2025

/s/ Gregory D. Gorgas

Gregory D. Gorgas

President & Chief Executive Officer

CERTIFICATE OF AMENDMENT TO BYLAWS

1. Section 3.2 of the Bylaws is hereby amended and restated in its entirety as follows:

3.2 Vacancies. Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise may be filled for the remainder of the term only by (a) the Board of Directors, or (b) if the directors in office constitute less than a quorum of the Board of Directors, by an affirmative vote of a majority of the remaining directors. The term of a director elected to fill a vacancy expires at the next shareholder meeting at which directors are elected. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director(s) may not take office until the vacancy occurs.

2. Section 3.4 of the Bylaws is hereby amended and restated in its entirety as follows:

3.4 Election. Unless otherwise required by the Articles of Incorporation, directors shall be elected at a meeting of the stockholders by a plurality of the votes cast at the election. The candidates with the highest number of votes, up to the number of available director positions, are elected.