

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): January 12, 2023

180 LIFE SCIENCES CORP.
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-38105 (Commission File Number)	90-1890354 (IRS Employer Identification No.)
3000 El Camino Real, Bldg. 4, Suite 200 Palo Alto, CA (Address of Principal Executive Offices)		94306 (Zip Code)

Registrant's telephone number, including area code: **(650) 507-0669**

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 (see General Instruction A.2. below):

- 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 \$0.0001 per share	ATNF	The NASDAQ Stock Market LLC
Warrants to purchase shares of Common Stock	ATNFW	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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01. Entry into a Material Definitive Agreement.

On December 22, 2022, 180 Life Sciences Corp., a Delaware corporation (the "Company"), issued warrants to purchase up to 2,571,429 shares of common stock of the Company (the "Warrants") to a certain institutional investor (the "Purchaser") in a registered direct offering pursuant to the securities purchase agreement, dated December 20, 2022, by and between the Company and the Purchaser (the "Securities Purchase Agreement"). The initial exercise date of the Warrants at the time of issuance was June 22, 2023.

On January 12, 2023, the Company entered into amendment to the Warrants (the "Warrant Amendment") with the Purchaser, pursuant to which the Warrants will become exercisable on January 12, 2023.

The Warrant Amendment is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference. The above description of the Warrant Amendment is qualified in its entirety by reference to such exhibit.

Item 9.01. Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Warrant Amendment, dated January 12, 2023, by and between 180 Life Sciences Corp. and the Purchaser
104	Cover Page Interactive Data File (embedded within the Inline 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.

180 LIFE SCIENCES CORP.

Date: January 12, 2023

By: /s/ James N. Woody, M.D., Ph.D.
James N. Woody, M.D., Ph.D.
Chief Executive Officer

AMENDMENT NO. 1 TO WARRANTS

This Amendment No. 1 to Common Stock Purchase Warrant (this "Amendment") dated this 12th day of January 2023, by and among 180 Life Sciences Corp., a Delaware corporation (the "Company") and Armistice Capital Master Fund Ltd. (the "Holder").

WHEREAS, the Holder is the holder of outstanding warrants to purchase up to 2,571,429 shares of common stock of the Company, issued on December 22, 2022 (the "Warrants");

WHEREAS, the Company and the Holder desire to amend the Warrants as more particularly set forth below;

WHEREFORE, the parties do hereby agree as follows:

1. Effective upon the execution of this Amendment, the exercise date of the Warrants shall be amended to be January 12, 2023.
2. Except as modified herein, the terms of the Warrants shall remain in full force and effect.
3. This Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and shall be binding upon all parties, their successors and assigns, and all of which taken together shall constitute one and the same Amendment. A signature delivered by facsimile or email shall constitute an original.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

180 LIFE SCIENCES CORP.

By: /s/ Ozan Pamir
 Name: Ozan Pamir
 Title: CFO

ARMISTICE CAPITAL MASTER FUND LTD.

By: /s/ Steven Boyd
 Name: Steven Boyd
 Title: Chief Investment Officer of Armistice Capital, LLC, the investment manager