

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 13, 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.

As previously reported in the Current Report on Form 8-K filed by 180 Life Sciences Corp., a Delaware corporation (the "Company"), on December 20, 2022, the Company entered into a warrant agent agreement, dated December 22, 2022 (the "Warrant Agent Agreement"), with Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent"), in connection with the issuance of warrants to purchase up to 2,571,429 shares of common stock of the Company (the "Warrants") to a certain institutional investor (the "Purchaser"). The initial exercise date of the Warrants at the time of issuance was June 22, 2023.

As previously reported in the Current Report on Form 8-K filed by the Company on January 12, 2023, the Company entered into an amendment to the Warrants (the "Warrant Amendment") with the Purchaser, pursuant to which the Warrants became exercisable on January 12, 2023.

In connection with the Warrant Amendment, the Company entered into an amendment to the Warrant Agent Agreement, dated January 13, 2023 (the "Amendment to the Warrant Agent Agreement"), with the Warrant Agent to reflect the fact that the Warrants became exercisable on January 12, 2023.

The Amendment to the Warrant Agent Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. The above description of the Amendment to the Warrant Agent Agreement is qualified in its entirety by reference to such exhibit.

Item 9.01. Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Amendment to the Warrant Agent Agreement, dated January 13, 2023, by and between 180 Life Sciences Corp. and the Warrant Agent
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.

Date: January 18, 2023

180 LIFE SCIENCES CORP.

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

AMENDMENT NO. 1 TO WARRANT AGENT AGREEMENT

This Amendment No. 1 to the Warrant Agent Agreement (this "**Amendment**") dated this 13th day of January 2023, by and among 180 Life Sciences Corp., a Delaware corporation (the "**Company**") and Continental Stock Transfer & Trust Company, a New York corporation (the "**Warrant Agent**").

WHEREAS, pursuant to the terms of a securities purchase agreement (the "**Purchase Agreement**"), dated December 20, 2022, by and between the Company and Armistice Capital Master Fund Ltd., as the purchaser (the "**Purchaser**"), the Company sold and issued on December 22, 2022, among other things, warrants to purchase up to 2,571,429 shares of common stock of the Company (CUSIP: 68236V146) (the "**Warrants**"), with an initial exercise date of June 22, 2023 and a termination date of June 22, 2028 (the "**Termination Date**");

WHEREAS, the Company entered into a warrant agent agreement, dated December 22, 2022 (the "**Warrant Agent Agreement**"), pursuant to which the Warrant Agent would act, on behalf of the Company, in connection with the registration, transfer, exchange, redemption and exercise of the Warrants;

WHEREAS, on January 12, 2023, the Company entered into amendment to the Warrants (the "**Warrant Amendment**") with the Purchaser, pursuant to which the Warrants became immediately exercisable on January 12, 2023;

WHEREAS, the Company and the Warrant Agent desire to amend the Warrant Agent Agreement in connection with the Warrant Amendment;

WHEREFORE, the parties do hereby agree as follows:

1. Effective upon the execution of this Amendment, for purposes of the Warrant Agent Agreement, the initial exercise date of the Warrants shall be amended to be January 12, 2023.
2. Except as modified herein, the terms of the Warrant Agent Agreement 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: Chief Financial Officer

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By: /s/ Luis Ortiz
 Name: Luis Ortiz
 Title: Vice President
