

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 10, 2024

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)/(c)

On September 10, 2024, Mr. Ozan Pamir, the Chief Financial Officer (Principal Financial/Accounting Officer) and Secretary of 180 Life Sciences Corp. (the "Company", "we" and "us"), tendered his resignation to the board of directors of the Company (the "Board"), effective September 30, 2024. Mr. Pamir's resignation was not the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On September 11, 2024, the Board resolved to appoint Mr. Omar Jimenez, a current member of the Board, as Chief Financial Officer (Principal Financial/Accounting Officer) and Secretary, to fill the vacancy left by Mr. Pamir's departure, effective on September 30, 2024.

Mr. Jimenez's biographical information is set forth in the Company's Annual Report on Form 10-K (Amendment No. 1)(the "Annual Report"), which the Company filed with the Securities and Exchange Commission on April 29, 2024, under the heading "Item 10. Directors, Executive Officers and Corporate Governance— Omar Jimenez – Class II Director", and which is incorporated by reference herein.

There are no arrangements or understandings between Mr. Jimenez and any other person pursuant to which Mr. Jimenez was selected to serve as an officer of the Company, nor is Mr. Jimenez a party to any material plan, contract or arrangement (whether or not written) with the Company or a participant in any related party transaction required to be reported pursuant to Item 404(a) of Regulation S-K, except in connection with the offer letter entered into between the Company and Mr. Jimenez dated March 4, 2024, as described in the Annual Report under "Item 11. Executive Compensation—Director Compensation", the description of which is incorporated by reference herein. There are no family relationships between any director or executive officer of the Company, including Mr. Jimenez.

Effective upon his appointment as Chief Financial Officer (Principal Financial/Accounting Officer) and Secretary on September 30, 2024, Mr. Jimenez will step down as a member of the Company's Compensation Committee and Nominating and Corporate Governance Committee, and will also step down as a member of, and as Chairman of, the Audit Committee of the Board. The Company intends to add new independent members of the Board in the next few weeks, who will also serve as members of the Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee.

Item 8.01 Other Events.

On September 12, 2024, the Company filed a press release disclosing the appointment of Mr. Jimenez as Chief Financial Officer of the Company. A copy of the press release is included herewith as [Exhibit 99.1](#) and the information in the press release is incorporated by reference into this [Item 8.01](#) in its entirety by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release, dated September 12, 2024
104	Cover Page Interactive Data File (embedded within 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: September 12, 2024

180 LIFE SCIENCES CORP.

By: /s/ Blair Jordan

Name: Blair Jordan

Title: Interim Chief Executive Officer

180 Life Sciences Announces the Appointment of Omar Jimenez as Chief Financial Officer

PALO ALTO, Calif., September 12, 2024 – 180 Life Sciences Corp. (“180” or the “Company”) is pleased to announce the appointment of Omar Jimenez as its new Chief Financial Officer, effective September 30, 2024. Mr. Jimenez, already a director of the Company, will play a key role in driving the financial strategy of the Company as it continues to grow and innovate in the pharma and biotechnology sectors.

“We are excited to have Omar stepping onto our executive team,” said Mr. Blair Jordan, CEO of 180. “His extensive financial expertise, combined with his forward-thinking approach, makes him the ideal CFO to guide us through this exciting chapter of growth and transformation for the Company.”

Mr. Jimenez has significant experience in the finance and operations sector, having worked in various high-profile roles in companies such as Golden Matrix Group Inc., Alfidan, Inc., Monaker Group, Inc., Marmel International, Inc., American Leisure Holdings, Inc., US Installation Group, and Onyx Group, Inc. His expertise includes financial management, accounting, and consulting services. He is a highly experienced Nasdaq CFO, with extensive experience in the financial reporting, financial management and capital markets. Omar holds a Bachelor of Business Administration (BBA) degree in Accounting and Finance from the University of Miami and an MBA in Finance & Management from Florida International University.

The Company thanks its former CFO, Mr. Ozan Pamir, for his past services and wishes him the best in his future endeavors.

About 180 Life Sciences Corp.

180 Life Sciences Corp. is a clinical stage biotechnology company focused on the development of therapeutics for unmet medical needs in chronic pain, inflammation and fibrosis by employing innovative research, and, where appropriate, combination therapy.

Forward-Looking Statements

This press release includes “forward-looking statements”, including information about management’s view of the Company’s future expectations, plans and prospects, within the safe harbor provisions provided under federal securities laws, including under The Private Securities Litigation Reform Act of 1995 (the “Act”). Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results and, consequently, you should not rely on these forward-looking statements as predictions of future events. These forward-looking statements and factors that may cause such differences include, without limitation, the ability of the Company to maintain the continued listing of the Company’s securities on The Nasdaq Stock Market, including that the Company is not currently in compliance with Nasdaq’s continued listing standards, and is subject to delisting; our need for significant additional funding, the ability of the Company to raise funding, the terms of such funding, and dilution caused thereby; the review and evaluation of strategic transactions and their impact on shareholder value; the process by which the Company engages in evaluation of strategic transactions; the outcome of potential future strategic transactions and the terms thereof; our ability to commercialize our drug candidates, if proven successful for treatment in trials; risks regarding whether the administrative processes required for the issuance of patents will be completed in a timely manner or at all; risks regarding the outcome of pharmaceutical studies, the timing and costs thereof, and the ability to obtain sufficient participants; the timing of, outcome of, and results of, clinical trials statements regarding the timing of marketing authorization application (MAA) submissions to the UK Medicines and Healthcare products Regulatory Agency (MHRA) and New Drug Application submissions (NDA) to the U.S. Food and Drug Administration (FDA), our ability to obtain approval and acceptance thereof, the willingness of MHRA to review such MAA and the FDA to review such NDA, and our ability to address outstanding comments and questions from the MHRA and FDA; statements about the ability of our clinical trials to demonstrate safety and efficacy of our product candidates, and other positive results; the uncertainties associated with the clinical development and regulatory approval of 180 Life Sciences’ drug candidates, including potential delays in the enrollment and completion of clinical trials, the costs thereof, closures of such trials prior to enrolling sufficient participants in connection therewith, issues raised by the FDA, the MHRA and the European Medicines Agency (EMA); the ability of the Company to persuade regulators that chosen endpoints do not require further validation; timing and costs to complete required studies and trials, and timing to obtain governmental approvals; 180 Life Sciences’ reliance on third parties to conduct its clinical trials, enroll patients, and manufacture its preclinical and clinical drug supplies; the ability to come to mutually agreeable terms with such third parties and partners, and the terms of such agreements; estimates of patient populations for 180 Life Sciences planned products; 180 Life Sciences’ ability to fully comply with numerous federal, state and local laws and regulatory requirements, as well as rules and regulations outside the United States, that apply to its product development activities; current negative operating cash flows and a need for additional funding to finance our operating plans; the terms of any further financing, which may be highly dilutive and may include onerous terms, increases in interest rates which may make borrowing more expensive and increased inflation which may negatively affect costs, expenses and returns; statements relating to expectations regarding future agreements relating to the supply of materials and license and commercialization of products; the availability and cost of materials required for trials; challenges and uncertainties inherent in product research and development, including the uncertainty of clinical success and of obtaining regulatory approvals; uncertainty of commercial success; the inherent risks in early stage drug development including demonstrating efficacy; development time/cost and the regulatory approval process; our ability to attract and retain key personnel; changing market and economic conditions; competition, including technological advances, new products and patents attained by competitors; challenges to patents; changes to applicable laws and regulations, including global health care reforms; expectations with respect to future performance, growth and anticipated acquisitions; expectations regarding the capitalization, resources and ownership structure of the Company; the ability of the Company to execute its plans to develop and market new drug products and the timing and costs of these development programs; estimates of the size of the markets for the Company’s potential drug products; the outcome of current litigation involving the Company; potential future litigation involving the Company or the validity or enforceability of the intellectual property of the Company or lawsuits alleging that we have violated the intellectual property of others; global economic conditions; geopolitical events and regulatory changes; the expectations, development plans and anticipated timelines for the Company’s drug candidates, pipeline and programs, including collaborations with third parties; and the effect of changing interest rates and inflation, economic downturns and recessions, declines in economic activity or global conflicts. These risk factors and others are included from time to time in documents the Company files with the Securities and Exchange Commission, including, but not limited to, its Form 10-Ks, Form 10-Qs and Form 8-Ks, and including the Annual Report on Form 10-K for the year ended December 31, 2023, and Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, and future SEC filings. These reports and filings are available at www.sec.gov and are available for download, free of charge, soon after such reports are filed with or furnished to the SEC, on the “Investors”, “SEC Filings”, “All SEC Filings” page of our website at www.180lifesciences.com. All subsequent written and oral forward-looking statements concerning the Company, the results of the Company’s clinical trial results and studies or other matters and attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, including the forward-looking statements included in this press release, which are made only as of the date hereof. The Company cannot guarantee future results, levels of activity, performance or achievements. Accordingly, you should not place undue reliance on these forward-looking statements. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement to reflect any change in its expectations or any change in events, conditions, or circumstances on which any such statement is based, except as otherwise provided by law.

Investors:

Please contact Blair Jordan, Interim CEO – bjordan@180lifesciences.com
