

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Rudisill McAndrew</u> (Last) (First) (Middle) <u>3000 EL CAMINO REAL, BLDG. 4, SUITE 200</u> (Street) <u>PALO ALTO CA 94306</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>180 Life Sciences Corp. [ATNF]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Executive Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								37,735	I	By BER I LLC ⁽¹⁾
Common Stock								37,735	I	By GER I LLC ⁽²⁾
Common Stock								37,735	I	By MRR I LLC ⁽³⁾
Common Stock								452,830	I	By Pelagic Capital Advisors LLC ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant to Purchase Common Stock	\$2.775						08/04/2025 ⁽⁵⁾	⁽⁶⁾	Common Stock	4,807,873		4,807,873	I	By PCAO LLC ⁽⁸⁾
Warrant to Purchase Common Stock	\$3.445	08/08/2025		A		957,002	08/08/2025 ⁽⁵⁾	⁽⁶⁾	Common Stock	957,002	\$0 ⁽⁷⁾	957,002	I	By PCAO LLC ⁽⁸⁾

Explanation of Responses:

1. The Reporting Person is the managing partner of BER I LLC ("BER"), and therefore may be deemed to beneficially own the securities held by BER. Mr. Rudisill disclaims beneficial ownership of the shares of common stock owned directly by BER, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
2. The Reporting Person is the managing partner of GER I LLC ("GER"), and therefore may be deemed to beneficially own the securities held by GER. Mr. Rudisill disclaims beneficial ownership of the shares of common stock owned directly by GER, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
3. The Reporting Person is the managing partner of MRR I LLC ("MRR"), and therefore may be deemed to beneficially own the securities held by MRR. Mr. Rudisill disclaims beneficial ownership of the shares of common stock owned directly by MRR, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
4. The Reporting Person is the managing partner and founder of Pelagic Capital Advisors LLC ("Pelagic"), and therefore may be deemed to beneficially own the securities held by Pelagic. Mr. Rudisill disclaims beneficial ownership of the shares of common stock owned directly by Pelagic, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
5. These warrants are currently exercisable, subject to a blocker provision that prevents PCAO (defined below) from exercising the warrants if it would be more than a 4.99% beneficial owner of the outstanding shares of the Issuer's common stock following such exercise, which percentage may be increased to up to 19.99% with at least 61 days prior written notice to the Issuer.
6. The warrants have no expiration date.
7. Issued in consideration for advisory and consulting services agreed to be rendered by PCAO.

8. The Reporting Person is the managing partner of PCAO LLC ("PCAO"), and therefore may be deemed to beneficially own the securities held by such entity. Mr. Rudisill disclaims beneficial ownership of the shares of securities owned directly by PCAO, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

/s/ McAndrew Rudisill

08/12/2025

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.