

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Jordan Blair</u>	<u>180 Life Sciences Corp. [ATNF]</u>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
3000 EL CAMINO REAL, BLDG. 4, SUITE 200	<u>06/17/2025</u>	<u>Chief Executive Officer</u>
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
PALO ALTO CA 94306	<u>06/20/2025</u>	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

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								160,000	D	
Common Stock	06/17/2025		A		167,576 ⁽¹⁾	A	\$0.0 ⁽²⁾	167,576	I	Through Blair Jordan Strategy and Finance Consulting Inc. ⁽³⁾
Common Stock								43,166	I	See footnote ⁽⁴⁾⁽⁵⁾
Common Stock								200,000	I	See footnote ⁽⁶⁾⁽⁷⁾
Common Stock								1,318,000	I	See footnote ⁽⁸⁾⁽⁹⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$0.929	06/17/2025		A		410,000		⁽¹⁰⁾	06/17/2035	Common Stock	410,000	\$0.0 ⁽²⁾	410,000	I	Through Blair Jordan Strategy and Finance Consulting Inc. ⁽³⁾

Explanation of Responses:

1. Represents restricted stock shares subject to time-based vesting, which vest at the rate of 1/2 of such shares on each of December 17, 2025 and June 17, 2026, subject to the recipient's continued service to the Issuer. Issued under the Issuer's 2022 Equity Compensation Plan (the "Equity Plan").
2. Issued to the Reporting Person in consideration for services rendered and agreed to be rendered to the Issuer as Chief Executive Officer of the Issuer.
3. Mr. Jordan owns and controls Blair Jordan Strategy and Finance Consulting Inc. and as such is deemed to beneficially own the securities held by such entity.
4. On February 5, 2025, the Issuer, the Reporting Person and Dr. James Woody, entered into a Voting Agreement, whereby Dr. Woody agreed to vote a total of 43,166 shares of the Issuer's common stock, as recommended by the Board of Directors of the Issuer, at any meeting of stockholders or via any written consent of stockholders, which may occur prior to February 5, 2026, the date after August 5, 2025, that Dr. Woody has sold all of the shares or the date that the Issuer terminates the Voting Agreement. In order to enforce the terms of the Voting Agreement, Dr. Woody provided the Reporting Person (or his assigns), solely for the benefit of the Issuer, an irrevocable voting proxy to vote the 43,166 shares pursuant to the guidelines set forth above at any meeting of stockholders or via any written consent of stockholders.
5. As a result of the irrevocable voting proxy, Mr. Jordan may be deemed to beneficially own the 43,166 shares of common stock of the Issuer held by Dr. Woody. Except for the limited right to vote such shares pursuant to the Voting Agreement, Mr. Jordan has no dispositive control over the shares, nor any pecuniary interest therein.

6. On February 21, 2025, the Issuer, the Reporting Person and Dr. Marlene Krauss, entered into a Voting Agreement, whereby Dr. Krauss agreed to vote a total of 200,000 shares of the Issuer's common stock, as recommended by the Board of Directors of the Issuer, at any meeting of stockholders or via any written consent of stockholders, which may occur prior to August 21, 2025. In order to enforce the terms of the Voting Agreement, Dr. Krauss provided the Reporting Person (or his assigns), solely for the benefit of the Issuer, an irrevocable voting proxy to vote the 200,000 shares pursuant to the guidelines set forth above at any meeting of stockholders or via any written consent of stockholders.

7. As a result of the irrevocable voting proxy, Mr. Jordan may be deemed to beneficially own the 200,000 shares of common stock of the Issuer held by Dr. Krauss. Except for the limited right to vote such shares pursuant to the Voting Agreement, Mr. Jordan has no dispositive control over the shares, nor any pecuniary interest therein.

8. On April 28, 2025, the Issuer, the Reporting Person and Elray Resources, Inc. ("Elray") entered into a Voting Agreement, whereby Elray agreed to vote a total of 1,318,000 shares of the Issuer's common stock, as recommended by the Board of Directors of the Issuer, at any meeting of stockholders or via any written consent of stockholders, which may occur prior to April 28, 2026. In order to enforce the terms of the Voting Agreement, Elray provided the Reporting Person (or his assigns), solely for the benefit of the Issuer, an irrevocable voting proxy to vote the 1,318,000 shares pursuant to the guidelines set forth above at any meeting of stockholders or via any written consent of stockholders.

9. As a result of the irrevocable voting proxy, Mr. Jordan may be deemed to beneficially own the 1,318,000 shares of common stock of the Issuer held by Elray. Except for the limited right to vote such shares pursuant to the Voting Agreement, Mr. Jordan has no dispositive control over the shares, nor any pecuniary interest therein.

10. The options vest 1/2 on each of December 17, 2025 and June 17, 2026, subject to the recipient's continued service to the Issuer. Issued under the Issuer's 2025 Option Incentive Plan. The 2025 Option Incentive Plan is subject to stockholder approval and (i) no options can be exercised prior to obtaining stockholder approval for such plan, and (ii) the outstanding options will be cancelled, if stockholder approval is not obtained.

Remarks:

This Form 4/A is being filed to reflect the fact that the number of shares awarded to the Reporting Person was retroactively adjusted by the Board of Directors and Compensation Committee of the Company on June 28, 2025, so that there was sufficient room for such award, and other awards made on the same date, under the Equity Plan.

[/s/ Blair Jordan](#)
** Signature of Reporting Person

[06/30/2025](#)
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.