

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>Smith Ryan Lewis</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2025</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/20/2025</u>

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	06/17/2025		A		102,181 ⁽¹⁾	A	\$0.0 ⁽²⁾	167,181	D	

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		255,000		(3)	06/17/2035	Common Stock	255,000	\$0.0 ⁽²⁾	255,000	D	

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 a member of the Board of Directors of the Issuer.
3. 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/ Ryan Smith

06/30/2025

** 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.