

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): **December 14, 2017**

CEN BIOTECH, INC.

(Exact name of registrant as specified in its charter)

Ontario, Canada

(State or other jurisdiction
of incorporation)

000-55557

(Commission
File Number)

(IRS Employer
Identification No.)

7405 Tecumseh Rd, Suite 300, Windsor, Ontario, Canada N8T1G2

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(519) 419-4958**

(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

On December 14, 2017, CEN Biotech, Inc. (the "Company") entered into a Controlling Interest Purchase Agreement (the "Agreement") with Bahige (Bill) Chaaban and Usamakh Saadikh (the "Sellers"). Mr. Chaaban is the Chairman of the Board of Directors and President of the Company.

Under the terms of the Agreement, the Company will acquire (the "Acquisition") 51% of the outstanding equity interests in Cen Biotech Ukraine LLC ("Cen Ukraine"), a corporation that is organized and has its principal offices in Ukraine. The Company will issue an aggregate 8,250,000 shares of common stock as consideration for the Acquisition, 50% to each of the Sellers. The Acquisition has been valued by the parties at \$330,000,000. The Acquisition was unanimously approved by the independent members of the Board of Directors of the Company.

Cen Ukraine was founded to seek agricultural and pharmaceutical opportunities in Ukraine. Cen Ukraine currently holds a license, granted by the federal government of Ukraine, for the cultivation and processing of cannabis sativa for industrial, supplement, pharmaceutical and other purposes in Ukraine.

Consummation of the Acquisition is subject to the conditions specified in the Agreement, including the receipt by the Company of the audited financial statements of Cen Ukraine, prepared in accordance with U.S. GAAP.

The foregoing summary of the Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Agreement filed herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	<u>Controlling Interest Purchase Agreement, dated as of December 14, 2017.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 14, 2017

CEN BIOTECH, INC.

By: /s/ Joseph Byrne

Joseph Byrne
Chief Executive Officer