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**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): **November 27, 2018**

**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 November 27, 2018, CEN Biotech, Inc. (the “Company”) executed a share repurchase agreement (the “Share Repurchase Agreement”) with James Robinson, pursuant to which the Company repurchased from Mr. Robinson 714 shares of special voting stock in the capital of the Company, at a purchase price in the aggregate amount of \$0.07. The title of the class of such shares is “Special Voting” shares of the Company. Each such share of capital stock was entitled to 500 votes. Accordingly, all of this class of special voting stock, which was the only special voting stock of the Company, has been redeemed, retired and cancelled. Accordingly, on the date of the Share Repurchase Agreement, the common shareholders hold the only voting stock of the Company.

The foregoing description of the Share Repurchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Share Repurchase Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 3.03 Material Modification to Rights of Security Holders**

The disclosure set forth in Item 1.01 is hereby incorporated in its entirety into this item.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit No. Description**

10.1 [Share Repurchase Agreement, executed as of November 27, 2017, by and between James L. Robinson and CEN Biotech Inc.](#)

**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: November 30, 2018

**CEN BIOTECH, INC.**

By: */s/ Joseph Byrne* \_\_\_\_\_

Joseph Byrne  
Chief Executive Officer