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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): **April 3, 2019**

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)

-
(I.R.S. Employer Identification
Number)

**7405 Tecumseh Road East Suite 300
Windsor, Ontario
Canada
N8T 1G2**
(Address of principal executive offices, including zip code)

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

Not applicable.
(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:

- 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- 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 April 3, 2019, CEN Biotech, Inc. (the “Company”) entered into an amendment (the “Amendment”) to the Share Purchase Agreement executed on September 12, 2016 and dated August 31, 2016, which was amended on March 29, 2018, and on October 4, 2018 (the “Agreement”) by and between the Company and Stevan Pokrajac, Tesla Digital Inc. and Tesla Digital Global Group Inc. (the “Sellers”) to extend the closing date under the Agreement from December 15, 2018, to December 31, 2019. Additionally, pursuant to the Amendment the Company agreed to issue 1,000,000 shares of its common stock on the closing date of the Agreement to the Sellers as payment under the Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto, and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1*	<u>Amendment dated April 3, 2019, to Share Purchase Agreement dated August 31, 2016, and executed September 12, 2016, as amended, between CEN Biotech, Inc. and Stevan Pokrajac and Tesla Digital Inc. and Tesla Digital Global Group Inc.</u>

*Filed herewith.

SIGNATURES

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

CEN Biotech, Inc.

Date: April 8, 2019

By: /s/ Richard Boswell
Richard Boswell
Chief Financial Officer