

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CV Sciences, Inc.

Form: 8-K

Date Filed: 2016-02-11

Corporate Issuer CIK: 1510964

**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): February 9, 2016

CV SCIENCES, INC. (formerly CANNAVEST CORP.)
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

333-173215
(Commission File Number)

80-0944970
(I.R.S. Employer Identification No.)

2688 South Rainbow Boulevard, Suite B
Las Vegas, Nevada 89146
(Address of principal executive offices)

(866) 290-2157
(Registrant's telephone number, including area code)

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-(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-(c))
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Item 7.01 Regulation FD Disclosure

On February 9, 2016, CV Sciences, Inc. formerly CannaVEST Corp. (the "Company") issued a press release (the "Press Release") regarding the rejection of the Company's prepayment by one investor who acquired certain convertible promissory notes issued by the Company by assignment from the lead investor. A copy of the Press Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information set forth under this Item 7.01, including Exhibit 99.1, is being furnished and, as a result, such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of CV Sciences, Inc., dated February 9, 2016

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.

Date: February 10, 2016

CANNAVEST CORP.

By: /s/ Michael Mona, Jr
Michael Mona, Jr
President and Chief Executive Officer

**CV Sciences, Inc. Provides Update on Prepayments of
Convertible Debt Obligations**

LAS VEGAS, NV, February 9, 2016 /PRNewswire/ -- On February 2, 2016, [CV Sciences, Inc.](#) (OTCBB: CANV) announced that it had prepaid investors holding a series of its Convertible Promissory Notes in advance of conversion, in the amount of \$535,081 in principal and interest. Since that time, one of the investors who acquired certain of the notes by assignment from the lead investor and received the company's prepayment, sent the prepayment back to the company purportedly rejecting the company's prepayment. As a result, \$267,604 in principal and interest under the notes has currently been prepaid.

"We are confident that our prepayment of this debt was proper and in compliance with the terms of the transaction documents," stated Michael Mona, Jr., President and CEO of CV Sciences, Inc. "While our lead investor accepted prepayment, one holder of our notes, after receiving our funds, rejected the prepayment. We are currently exploring all of the company's rights and remedies, and will proceed on the basis of what is best for the company and our stockholders," added Mr. Mona.

On February 8, 2016, the company delivered a prepayment notice to its lead investor to prepay the fourth and final tranche of the company's outstanding convertible promissory notes. Pursuant to the terms of the transaction documents, the company may prepay the debt after a 10 day period, provided the investor does not earlier convert the debt. At this time, the company expects its lead investor to accept prepayment. The company's lead investor accepted prepayment on the prior tranche, and continuing with its supportive efforts for the company, it has expressed willingness to accept prepayment of the fourth tranche.

About CV Sciences, Inc.

CV Sciences, Inc. (OTCBB:CANV), located in Las Vegas, Nevada, focuses on drug development activities on products containing the hemp plant extract cannabidiol (CBD) as the active pharmaceutical ingredient, and also is engaged in the sale of CBD, and the development, marketing and sale of end consumer products containing CBD, which is refined into its own PlusCBD Oil™ brand. Additional information is available from OTCMarkets.com or by visiting <http://www.cvsciences.com>.

FORWARD-LOOKING DISCLAIMER

This press release may contain certain forward-looking statements and information, as defined within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and is subject to the Safe Harbor created by those sections. This material contains statements about expected future events and/or financial results that are forward-looking in nature and subject to risks and uncertainties. Such forward-looking statements by definition involve risks, uncertainties and other factors, which may cause the actual results, performance or achievements of CV Sciences, Inc. to be materially different from the statements made herein.

LEGAL DISCLOSURE

CV Sciences, Inc. does not sell or distribute any products that are in violation of the United States Controlled Substances Act (US.CSA). The company does grow, sell and distribute hemp-based products and are involved with the federally legal distribution of medical marijuana-based products within certain international markets.

Corporate Contact:

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