

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Odyssey Group International, Inc.

**Form: 8-K**

**Date Filed: 2021-03-02**

Corporate Issuer CIK: 1626644

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):

**March 1, 2021**

**ODYSSEY GROUP INTERNATIONAL, INC.**

(Exact name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**000-56196**

(Commission File Number)

**47-1022125**

(IRS Employer ID No.)

**2372 Morse Avenue**

**Irvine, CA 92614**

(Address of Principal Executive Offices)

**(619) 832-2900**

(Issuer's Telephone Number)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Not Applicable	Not Applicable	Not Applicable

Securities registered pursuant to Section 12(g) of the Act:

Title of each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock (\$0.001 par value)	ODYD	OTC

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 12b2 of the Securities Exchange Act of 1934 (§240.12b2 of this chapter).

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 January 7, 2021, Odyssey Group International, Inc. (the "Company") entered into an Asset Purchase Agreement (the "APA") with Prevacus, Inc. ("Prevacus"). Pursuant to APA, the Company purchased the assets and all of the rights, interests and intellectual property in a certain drug program (PRV-002) for treating mild brain trauma (concussion) and delivery device (the "Asset"). The APA was attached to and incorporated herein as if set forth in Exhibit 10.5 of the Form 8-K Current Report filed on January 8, 2021. The information set forth in the Form 8-K Current Report filed on January 8, 2021 is hereby incorporated by reference into this Form 8-K Current Report. The transaction was subject to certain closing conditions by each Party including the satisfaction of certain debts by Prevacus and shareholder approval by Prevacus shareholders. Both parties have satisfied the conditions or have agreed to make certain post-closing covenants to satisfy those closing conditions. The transaction closed on March 1, 2021.

The form of APA is attached to the Form 8-K Current Report filed on January 8, 2021 and is hereby incorporated by reference into this Form 8-K Current Report.

The description of the APA contained therein is a summary and is qualified in its entirety by reference to the form of the APA in the Form 8-K Current Report filed on January 8, 2021.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above under Item 1.01 is hereby incorporated by reference into this Item 2.03.

**Item 7.01 Regulation FD Disclosure**

Attached is a copy of a press release issued by the Company relating to the APA, a copy of which is attached as Exhibit 99.1 and is hereby incorporated.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits.**

<u>Number</u>	<u>Exhibit</u>
10.1	<a href="#"><u>Asset Purchase Agreement by and among Prevacus, Inc., Michael Lewandowski, Jacob Vanlandingham, Ph.D. and Odyssey Group International, Inc. dated January 8, 2021.</u></a> Incorporated by reference to Form 8-K filed on January 8, 2021.
99.1	<a href="#"><u>Press release dated March 2, 2021.</u></a>

**SIGNATURE**

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.

Dated: March 2, 2021

**Odyssey Group International, Inc.**

By: /s/ J. Michael Redmond  
Chief Executive Officer



## **Odyssey Group International, Inc. Closes Acquisition of Novel Concussion Drug**

*Anticipates initiation of Phase 1 clinical trials of PRV-002 during the Second Quarter of 2021*

**IRVINE, CA March 2, 2021** / Odyssey Group International, Inc. (OTCQB: [ODYY](#)) ("Odyssey"), a technology and asset acquisition company focused on developing unique, life-saving medical products, is pleased to announce that it has closed the previously announced acquisition of drug candidate PRV-002, a novel neurosteroid being developed for the treatment of concussion (mild traumatic brain injury (mTBI)), from Prevacus, Inc. ("Prevacus") in an all-stock transaction. A comprehensive video of the drug, and a description of how it works is available on the Company's Youtube channel.

Concussion has become an epidemic in sports, military and elderly populations. More than 3 million sports and recreational concussions occur in the U.S. annually, and an estimated 1.5 million more go unreported. These figures do not include the significant number of concussions sustained in other high-risk incidents, including motor vehicle accidents and elderly falls. Despite the high incidence rate, there are currently no FDA-approved drugs for concussion; the market for a treatment is estimated to be over \$2 billion annually.

In preclinical animal studies, nasal administration of PRV-002 has shown rapid, broad brain biodistribution and simultaneously reduced swelling, inflammation and oxidative stress with positive safety data. In addition, results from subjects treated with PRV-002 post-concussion showed positive behavioral outcomes using various testing platforms.

Dr. Jake VanLandingham, Chief Executive Officer of Prevacus, has joined Odyssey as the Company's new Vice President of Drug Development and will continue to lead the development of PRV-002. Dr. VanLandingham stated, "I am honored and excited to join Odyssey. PRV-002 has performed well in preclinical studies with promising efficacy and safety data in animal models. We will be laser-focused on the initiation of our first in-human clinical trials during the second quarter of 2021."

Michael Redmond, CEO of Odyssey added, "I am thrilled to welcome Dr. VanLandingham to the Odyssey team. His drug development ability and expertise will be invaluable as we develop PRV-002 and for future projects. Concussion is a serious health issues and we believe that by developing PRV-002 we can significantly improve patient outcomes."

### **About Odyssey Group International, Inc.**

Odyssey Group International, Inc. (OTCQB: [ODYY](#)) is a technology and asset acquisition company with a focus in the area of life saving medical solutions. Odyssey's corporate mission is to create, acquire and accumulate distinct assets, intellectual properties, and exceptional technologies that provide meaningful medical solutions. The Company is focused on building and acquiring assets in areas that have an identified technological advantage, provide superior clinical utility, have a substantial market opportunity and provide solid returns to its valued shareholders and partners.

For more information, visit: <http://www.odyssevgi.com>

### **About Prevacus, Inc.**

Prevacus, Inc. is a biopharmaceutical company developing drug candidates with the potential to advance treatment in the fields of traumatic brain injury and other neurological disorders. The Company's first two development candidates (PRV-002 and PreVPro) represent breakthrough strategy for treating concussion working at the molecular level to simultaneously reduce inflammation, swelling, impaired cerebral blood flow and oxidative stress.

For more information visit: <http://www.prevacus.com>.

### **Forward-Looking Statements**

This news release may contain forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such statements are based upon our current expectations and speak only as of the date hereof. Our actual results may differ materially and adversely from those expressed in any forward-looking statements as a result of various factors and uncertainties, including our ability to close on the agreement in a timely manner, successfully complete a Phase 1 clinical trial, the economic slowdown affecting companies, our ability to successfully develop products, rapid changes in our markets, changes in demand for our future products, and legislative, regulatory, competitive developments and general economic conditions.

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