

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): September 14, 2022 (September 12, 2022)

MARIJUANA COMPANY OF AMERICA, INC.

(Exact Name of Registrant as Specified in Charter)

Utah
(State or jurisdiction of
incorporation or organization)

000-27039
(Commission File
Number)

98-1246221
(IRS Employer
Identification No.)

633 W. 5th Street, Suite 2826
Los Angeles, California ,90071
Telephone: (888) 777-4362
(Address and Telephone Number of Registrant's Principal
Executive Offices and Principal Place of Business)

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 communication 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: None.

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).

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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	MCOA	None

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Unless otherwise provided in this Current Report on Form 8-K, all references to “we,” “us,” “Company,” “our,” “Marijuana Company of America,” “MCOA,” or the “Registrant” refer to the parent entity, Marijuana Company of America, Inc., a Utah corporation. Unless otherwise indicated in this Current Report on Form 8-K, all references to the Company’s board of directors shall refer to the board of directors of Marijuana Company of America, Inc., a Utah corporation.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 12, 2022, a majority of the stockholders eligible to vote of Marijuana Company of America, Inc. (the “Company”), by written consent pursuant to Utah statute, approved Amendment No. 1 to the Company’s 2017 Equity Incentive Plan (the “2017 Equity Plan Amendment”). The 2017 Equity Plan Amendment had previously been approved by the Company’s Board of Directors (the “Board”), subject to stockholder approval. It became effective as of September 14, 2022.

The 2017 Equity Plan Amendment increases the authorized common shares available for issuance from 500,000,000 to 3,000,000,000, and makes no other material modifications. The full text of the 2017 Equity Plan Amendment attached hereto as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 12, 2022, the Company’s 2017 Equity Plan Amendment was approved by a majority of the Company’s stockholders eligible to vote, by written consent pursuant to Utah statute. The 2017 Equity Incentive Plan Amendment had previously been approved by the Board of Directors subject to stockholder approval. It became effective as of September 14, 2022. The full text of the 2017 Equity Plan Amendment attached hereto as Exhibit 10.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
10.1	2017 Equity Incentive Plan Amendment
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

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

MARIJUANA COMPANY OF AMERICA, INC.

Date: September 14, 2022

By: /s/ Jesus M. Quintero
Name: Jesus M. Quintero
Title: Chief Executive Officer

**FIRST AMENDMENT TO THE
MARIJUANA COMPANY OF AMERICA, INC. EQUITY INCENTIVE PLAN**

WHEREAS, Marijuana Company of America, Inc. (“Company”) previously adopted the Marijuana Company of America, Inc. Equity Incentive Plan (“Plan”); and

WHEREAS, the Company desires to amend the Plan to increase the number of Shares of Common Stock available for issuance thereunder by 2,500,000,000 shares;

WHEREAS, the stockholders of the Company have approved the proposed amendment of the Plan to increase the number of Shares of Common Stock available for issuance thereunder by 2,500,000,000 shares; and

WHEREAS, the Company maintains the right to amend the Plan pursuant to Section 12.2 therein;

NOW THEREFORE, Section 3 of the Plan is deleted in its entirety and replaced with the following, effective September 12, 2022:

“4. Shares Subject to the Plan.

4.1 Maximum Share Limitations. Subject to appropriate adjustments for stock splits or reverse stock splits, the maximum aggregate number of shares of Common Stock that may be issued and sold under all Awards granted under the Plan shall be up to 3,000,000,000 Shares of Common Stock issued and sold under the Plan may be either authorized but unissued shares or shares held in the Company’s treasury. To the extent that any Award involving the issuance of shares of Common Stock is forfeited, cancelled, returned to the Company for failure to satisfy vesting requirements or other conditions of the Award, or otherwise terminates without an issuance of shares of Common Stock being made thereunder, the shares of Common Stock covered thereby will no longer be counted against the foregoing maximum share limitations and may again be made subject to Awards under the Plan pursuant to such limitations.

4.2 Adjustments. If there shall occur any change with respect to the outstanding shares of Common Stock by reason of any recapitalization, reclassification, stock dividend, extraordinary dividend, stock split, reverse stock split or other distribution with respect to the shares of Common Stock, or any merger, reorganization, consolidation, combination, spin-off or other similar corporate change, or any other change affecting the Common Stock, the Committee may, in the manner and to the extent that it deems appropriate and equitable to the Participants and consistent with the terms of the Plan, cause an adjustment to be made in (i) the maximum number and kind of shares provided in Section 4.1 hereof, (ii) the number and kind of shares of Common Stock, or other rights subject to then outstanding Awards, (iii) the exercise or base price for each share or other right subject to then outstanding Awards, and (iv) any other terms of an Award that are affected by the event. Notwithstanding the foregoing, in the case of Incentive Stock Options, any such adjustments shall, to the extent practicable, be made in a manner consistent with the requirements of Section 424(a) of the Code.”

IN WITNESS WHEREOF, this Amendment is hereby executed by a duty authorized officer of the Company this 12th day of September 12, 2022.

MARIJUANA COMPANY OF AMERICA, INC.

By: /s/ Jesus Quintero

Title: President and CEO