
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 8, 2020

Stem Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada _____ (State or Other Jurisdiction of Incorporation)	000-55751 _____ (Commission File No.)	61-1794883 _____ (I.R.S. Employer Identification No.)
2201 NW Corporate Blvd., Suite 205, Boca Raton, FL _____ (Address of Principal Executive Offices)		33431 _____ (Zip Code)

Registrant's telephone number, including area code: (561) 237-2931

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

Title of each class _____	Trading Symbol _____	Name of exchange on which registered _____
Common Stock par value \$0.001	STMH	OTCQX

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))
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Explanatory Note

The purpose of this Amendment to Form 8-K is to update the Company's prior disclosure to detail the satisfaction of certain conditions subsequent to its Merger Agreement and the completion of the Merger transaction.

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Item 1.01 Entry into a Material Definitive Agreement

On October 5, 2020, Stem Holdings, Inc. (“STEM”), Driven Deliveries, Inc. (“DRVD”) and Stem Driven Acquisition, Inc. (“SDA”) entered into an Agreement and Plan of Merger (the “*Merger Agreement*”) wherein DRVD would merge with and into SDA, with DRVD being the surviving entity and, following closing of the merger transaction, DRVD would become a wholly-owned subsidiary of STEM. Pursuant to the Merger Agreement, STEM agreed to exchange one newly-issued share of STEM common stock for each issued and outstanding share of DRVD. In addition, STEM will issue to each holder of warrants, options or convertible debentures to purchase DRVD shares, warrants, options and convertible debentures that are equal in value and on the same terms as the respective holder’s DRVD warrants, options and debentures.

On December 29, 2020, STEM, DRVD and SDA closed the Merger transaction, subject to two Post-Closing Conditions:

- 1) The Registration Statement on Form S-4 filed by STEM on December 28, 2020 shall become effective as to the STEM shares issued in the Merger transaction; and
- 2) The Corporate Actions included in the Issuer Related Corporate Action Notification filed by DRVD on or about December 21, 2020 shall have been reviewed and the requested actions authorized by FINRA (or its equivalent).

While the Merger of the entities was effective as of December 29, 2020 (and as of that date DRVD became a wholly-owned subsidiary of STEM), on February 2, 2021, both of the above-indicated post-closing conditions were satisfied and Stem has announced the timeline and process for the exchange of all common shares of Driven Deliveries, Inc. (“**Driven**” or “**Driven Deliveries**”) (OTCQB: DRVD) for shares of Stem. The shares of Stem trade under the symbol “STMH” on the OTCQX and “STEM” on the CSE. The shares to be issued in the exchange are registered under a Registration Statement on Form S-4 filed by STEM on December 28, 2020. All Driven Deliveries Shareholders will receive one share of Stem’s common stock for each share held.

On February 4, 2021 FINRA will halt and remove the DRVD symbol (CUSIP NO: 26209D105). Driven shares in brokerage accounts will automatically be converted to shares of Stem (CUSIP NO: 85858U107) by the Depository Trust Company (“DTC”) and brokerage firms. There is no additional action required from investors with deposited DRVD shares or DRVD investors who have purchased in the open market.

Pursuant to Stem’s Registration Statement on Form S-4 declared effective by the SEC on February 2, 2021, Driven shareholders with undeposited shares held in certificate form or in book entry form with Driven’s transfer agent will be issued Stem shares, in the same amount and with the same restrictions, by Odyssey Trust Company, Stem’s transfer agent. Following such issuance, current DRVD stock certificates (CUSIP NO: 26209D105) will be declared void and should be destroyed by the shareholder.

Driven & Stem shareholders needing to contact the transfer agent should submit an online ticket at <https://odysseycontact.com/> for service.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 [Press Release dated February 2, 2021](#)

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.

Stem Holdings, Inc.

By: /s/ Adam Berk

Name: Adam Berk

Title: President

Dated: February 2, 2021



**Stem Holdings Announces All Common Shares
of 'DRVD' will Trade Under symbol 'STMH' on February 4, 2021.**

Consolidated Market Capitalization of US\$112 Million Post-Acquisition

BOCA RATON, FL, February 2, 2021 – Stem Holdings, Inc. DBA Driven by Stem (the “Company” or “Stem”) (OTCQX: STMH CSE: STEM), a leading omnichannel, vertically-integrated cannabis branded products and technology company with an integrated Delivery-as-a-Service (DaaS) platform, today announced the timeline and process for the exchange of all common shares of Driven Deliveries, Inc. (“**Driven**” or “**Driven Deliveries**”) (OTCQB: DRVD) for shares of Stem. The shares of Stem trade under the symbol, STMH, on the OTCQX and, STEM, on the CSE,

The exchange of the Driven Deliveries common stock for Stem common stock follows the Company’s previously announced acquisition (the “Acquisition”) of Driven Deliveries, which closed December 29, 2020. All Driven Deliveries Shareholders will receive one share of Stem’s common stock for each share held.

On February 4, 2021 FINRA will halt and remove the DRVD symbol (CUSIP NO: 26209D105). Driven shares in brokerage accounts will automatically be converted to shares of Stem (CUSIP NO: 85858U107) by Depository Trust Company (“DTC”) and the brokerage firms. There is no additional action required from investors with deposited DRVD shares or DRVD investors who have purchased in the open market.

Pursuant to Stem’s S-4 deemed effective by the SEC on February 2, 2021, Driven shareholders with undeposited shares held in certificate form or in book entry form with Driven’s transfer agent will have shares of Stem issued, in the same amount and with the same restrictions, by Odyssey Trust Company, Stem’s transfer agent. Following such issuance, current DRVD stock certificates (CUSIP NO: 26209D105) will be declared void and should be destroyed by the shareholder.

Driven & Stem shareholders needing to contact the transfer agent should submit an online ticket at <https://odysseycontact.com/> for service.

About Stem

Stem is a leading omnichannel, vertically-integrated cannabis branded products and technology company with state-of-the-art cultivation, processing, extraction, retail, distribution, and delivery-as-a-service (DaaS) operations throughout the United States. Stem’s family of award-winning brands includes TJ’s Gardens™, TravisxJames™, and Yerba Buena™ flower and extracts; Cannavore™ edible confections; Doseology™, a CBD mass-market brand launching in 2021; as well as DaaS brands Budee™ and Ganjarunner™ through the acquisition of Driven Deliveries. Budee™ and Ganjarunner™ e-commerce platforms provide direct-to-consumer proprietary logistics and an omnichannel UX (user experience) / CX (customer experience).

Cautionary Note Regarding Forward-Looking Information

This press release contains statements that constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of the management of Stem with respect to future business activities. Forward-looking information is often identified by the words “may,” “would,” “could,” “should,” “will,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “expect” or similar expressions and includes information regarding the exchange of Driven and Stem shares and the timing thereof. Investors are cautioned that forward-looking information is not based on historical facts but instead reflects the management of Stem expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Stem believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in general economic, business and political conditions, including changes in the financial markets; adverse changes in applicable laws; adverse changes in the application or enforcement of current laws, including those related to taxation; and changes or delays resulting from third-parties and regulators which are outside of the Company’s control. This forward-looking information may be affected by risks and uncertainties in the business of Stem and market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Stem has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Stem does not assume any obligation to update this forward-looking information except as otherwise required by applicable law.

No securities regulatory authority has in any way passed upon the merits of the proposed transactions described in this news release or has approved or disapproved of the contents of this news release.

For further information, please contact:

Media Contact:

Mauria Betts

Stem Holdings, Inc.

Mauria@stemholdings.com

971-319-0303

Investor Contact:

KCSA Strategic Communications

Valter Pinto or Elizabeth Barker

+1 212-896-1254 or +1 212-896-1203

STEM@kcsa.com
