

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | | |
|--|---------|----------|---|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * Ryan Timothy John | | | 2. Issuer Name and Ticker or Trading Symbol Exactus, Inc. [EXDI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EXECUTIVE VICE PRESIDENT | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/04/2018 | | | | | | |
| 4870 SADLER RD, SUITE 300 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (Street) | (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |
| GLEN ALLEN, VA 23060 | | | | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Stock Options (Right to Buy) (1) | \$ 0.089 | 09/04/2018 | | A | | 225,000 | | 09/04/2018 | 09/04/2023 | Common Stock | 225,000 (2) | 225,000 | D | |
| Series D Preferred Stock (the (3)) | (4) | 09/12/2018 | | D | | 16 | | 07/05/2018 | (5) | Common Stock | 3,200,000 (6) | 16 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ryan Timothy John 4870 SADLER RD SUITE 300 GLEN ALLEN, VA 23060 | X | X | EXECUTIVE VICE PRESIDENT | |

Signatures

| | |
|--|---------------------|
| /s/ Timothy J. Ryan | 09/14/2018 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- 178,125 stock options are fully vested with the remainder vesting monthly in equal increments over a 15 month period beginning on October 1, 2018, subject to execution of the Company's standard stock option agreement and continued service as an officer of the Company on each applicable vesting date.
- Not applicable.
- On the Transaction Date, the Purchaser entered into an Agreement to unwind and terminate the Series D Subscription Agreement and void the issuance of the Series D Preferred Stock. The sale was approved in advance by the board of directors of the Company and therefore exempt pursuant to Rule 16b-3(e).
- Each share of Series D automatically converts into 200,000 shares of the Company's common stock upon the consummation of the first offering of the Company's Common Stock, subsequent to the acquisition of the Series D, for which the gross proceeds of the offering exceed \$5,000,000.
- The Series D has no expiration date.
- The securities were issued in connection with the repayment of debt, owed by the Company to the Reporting Person, in the amount of \$200,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.