
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 8, 2019

EXACTUS, INC.

(Exact name of the registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

000-55828
(Commission File Number)

27-1085858
(IRS Employer Identification No.)

80 NE 4th Avenue, Suite 28, Delray Beach, FL 33483
(Address of principle executive offices) (Zip code)

Registrant's telephone number, including area code: (804) 205-5036

4870 Sadler Road, Suite 300, Glen Allen, Virginia 23060
(Former name or address if changed since last report)

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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

As previously disclosed in our Current Report on Form 8-K filed January 14, 2019, a majority of our shareholders have given their written consent approving a reverse split of our common stock at a ratio of 1 for 8. We have been notified by FINRA that the market effective date for the reverse split will be March 11, 2019. Beginning March 11, 2019, our trading symbol will be changed to “EXDID” for a period of twenty business days, after which it will revert to “EXDI.” As a result of the reverse split, our common stock will have the following new CUSIP number: 30066P 201. As a result of the reverse split, our issued and outstanding shares of common stock will decrease to approximately 25,575,482 post-split shares (prior to effecting the rounding of fractional shares into whole shares) from approximately 204,603,855 pre-split shares.

SECTION 7 - REGULATION FD

Item 7.01 Regulation FD Disclosure

On March 8, 2019, we released the press release furnished herewith as Exhibit 99.1

Section 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release

SIGNATURES

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

EXACTUS, INC.

Date: March 8, 2019

By: /s/ Philip J. Young
Philip J. Young
President and Chief Executive Officer



Exactus Announces Stock Split

1-for-8 Effective March 11, 2019

GLEN ALLEN, VA / ACCESSWIRE / March 8, 2019 / Exactus Inc. (OTCQB: EXDI), a healthcare company pursuing opportunities in Hemp derived, Cannabidiol (CBD) products and point of care diagnostics, announced a reverse stock split of its shares of common stock at a ratio of 1-for-8.

The purpose of the reverse stock split is to initiate the process of positioning the company for a future listing application to a national exchange.

CEO, Phil Young commented, "Given our recent transition into a commercially focused hemp derived CBD company, we feel this split is occurring at the appropriate time as we transition into a revenue-generating company with a goal to list on a national exchange. The strides we have made since our mid-January announcement demonstrate that our new focus and strategy is resonating with the investment community and stakeholders. We look forward to an exciting year as we position the company for rapid growth while keeping our shareholder's interest at the center of our focus."

The reverse split will occur at the market open Monday, March 11, 2019, when Exactus Inc. common stock will begin trading on a split-adjusted basis. The Company's common stock will trade under the ticker symbol "EXDID" for 20 trading days after the reverse split has been effected, when the trading symbol will revert to "EXDI".

As a result of the reverse stock split, the Company's issued and outstanding shares of common stock will decrease to approximately 25,575,482 post-split shares (prior to effecting the rounding of fractional shares into whole shares as described below) from approximately 204,603,855 pre-split shares.

As a result of the reverse stock split, the total number of shares of common stock held by each stockholder will be converted automatically into the number of whole shares of common stock equal to the number of shares of common stock held by such stockholder immediately prior to the reverse stock split, divided by 8. No fractional shares will be issued, and no cash or other consideration will be paid. Instead, any stockholder who otherwise would have received a fractional share as a result of the reverse stock split will receive one whole share of the post-split common stock.

Stockholders who hold their shares in electronic form at their brokerage firms need not take any action, as the shares held in brokerage accounts will be automatically adjusted to reflect the reverse stock split. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company's transfer agent at the address given below. The transfer agent will issue a new share certificate reflecting the terms of the reverse stock split to each requesting stockholder who submits its paper certificate.

For information about our products and availability please call 804-205-5036 or email, ir@exactusinc.com.

About Exactus:

Exactus, Inc., is a healthcare company pursuing opportunities in two distinct business segments, Hemp derived, Cannabidiol, which is more commonly referred to as CBD. Industrial hemp is a type of cannabis, defined by the federal government as having THC (tetrahydrocannabinol) content of 0.3 percent or less. That amount has not been shown to make a person feel "high." THC is the psychoactive compound found in cannabis. The company is also developing point of care diagnostics. For more information about Exactus: www.exactusinc.com.

Investor Notice

Investing in our securities involves a high degree of risk. Before making an investment decision, you should carefully consider the risks, uncertainties and forward-looking statements described under "Risk Factors" in Item 1A of our most recent Form 10-K for the fiscal year ended December 31, 2017 filed with the Securities and Exchange Commission (the "SEC") on April 2, 2018 and under the heading "Risk Factors" in our Current Report on Form 8-K filed with the SEC on January 14, 2019, and in other periodic and current reports we file with the SEC. If any of these risks were to occur, our business, financial condition or results of operations would likely suffer. In that event, the value of our securities could decline, and you could lose part or all of your investment. The risks and uncertainties we describe are not the only ones facing us. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations. In addition, our past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results in the future. See "Safe Harbor" below.

Safe Harbor - Forward Looking Statements

The information provided in this press release may include forward-looking statements relating to future events or the future financial performance of the Company. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as "anticipates," "plans," "expects," "intends," "will," "potential," "hope" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon current expectations of the Company and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties. Detailed information regarding factors that may cause actual results to differ materially from the results expressed or implied by statements in this press release relating to the Company may be found in the Company's periodic and current filings with the SEC, including the factors described in the sections entitled "Risk Factors", copies of which may be obtained from the SEC's website at www.sec.gov. The Company does not undertake any obligation to update forward-looking statements contained in this press release.

For more information:

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