

Acacia Diversified Holdings, Inc.
Form 10-K/A
May 31, 2018

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL
REPORT
PURSUANT TO
SECTION 13 OR
15(d) OF THE
SECURITIES
EXCHANGE
ACT OF 1934
For the fiscal year
ended December
31, 2017
or

TRANSITION
REPORT
PURSUANT TO
SECTION 13 OR
15(d) OF THE
SECURITIES
EXCHANGE
ACT OF 1934
For the transition
period from
_____to

Commission file number: 1-14088

Acacia Diversified Holdings, Inc.
(Exact name of registrant as specified in its charter)

Texas 75-2095676
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

13575 58th Street North - #138 Clearwater, FL 33760

(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (727) 678-4420

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class Name of each exchange on which registered

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

Common Stock

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. (1) Yes No (2) Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No (Not required)

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | |
|---|--|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer not check if a smaller reporting company) | (Do <input type="radio"/> Smaller reporting company) |
| Emerging growth company | <input type="radio"/> |

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter: The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average bid and asked price of such common equity as of June 30, 2017 was \$20,153,131

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 18,083,000 Common shares as of March 27, 2018.

EXPLANATORY NOTE

This Form 10-K/A (Amendment No. 1) to our annual report on Form 10-K, for the fiscal year ending December 31, 2017, is filed for the sole purpose of adding Exhibit 23 (the independent accounting firm consent) that was inadvertently omitted from our original Form 10-K for the same period that was filed on April 2, 2018. This amendment contains no other changes to the original Form 10-K and the financial statements included therein.

Item 15. Exhibits, Financial Statement Schedule and Reports on Form 8-K

(a) Financial Statements

Included herewith.

(b) Exhibits required by Item 601, Regulation S-K;

| Exhibit Number and Description | Location Reference |
|---|--------------------|
| (3.0) Articles of Incorporation | |
| (3.1) <u>Articles Of Amendment And Restated Articles Of Incorporation of Acacia Diversified Holdings, Inc. dated June 29, 2015</u> | See Exhibit Key |
| (3.2) <u>Restated Bylaws Of Acacia Diversified Holdings, Inc. dated June 29, 2015</u> | See Exhibit Key |
| (9.0) <u>Voting Proxy Agreement between Rick Pertile and Steven L. Sample</u> | See Exhibit Key |
| (10.1) <u>Consolidated Loan Agreement</u> | See Exhibit Key |
| (10.2) <u>Consolidated Promissory Note</u> | See Exhibit Key |
| (10.3) <u>Security Agreement – Acacia Diversified Holdings, Inc.</u> | See Exhibit Key |
| (10.4) <u>Security Agreement -- Marij Agriculture, Inc.</u> | See Exhibit Key |
| (10.5) <u>Security Agreement – Marij Pharmaceuticals, Inc.</u> | See Exhibit Key |
| (10.6) <u>Security Agreement – Canna-Cures Research & Development Center, Inc.</u> | See Exhibit Key |
| (14.0) <u>Code of Ethics</u> | See Exhibit Key |
| (21.0) <u>List of Subsidiaries</u> | See Exhibit Key |
| (23.0) <u>Consent of Independent Accounting Firm</u> | Filed herewith |
| (31.1) <u>Certificate of Chief Executive Officer And Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> | Filed herewith |
| (32.1) <u>Certification of Chief Executive Officer And Chief Financial Officer Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> | Filed herewith |
| 101.INS XBRL Instance Document | |
| 101.SCH XBRL Taxonomy Extension Schema Document | |
| 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document | |
| 101.DEF XBRL Taxonomy Extension Definition Linkbase Document | |
| 101.LAB XBRL Taxonomy Extension Label Linkbase Document | |
| 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document | |

Exhibit Key

- 3.1 Incorporated by reference herein from the Company's Form 8-K filed on July 16, 2015.
- 3.2 Incorporated by reference herein from the Company's Form 8-K filed on July 16, 2015.
- 9.0 Incorporated by reference herein from the Company's Form 10-K filed on April 2, 2018.
- 10.1 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 10.2 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 10.3 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 10.4 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 10.5 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 10.6 Incorporated by reference herein from the Company's Form 8-K filed on November 3, 2017.
- 14.0 Incorporated by reference herein from the Company's Form 10-Q filed on November 13, 2017.
- 21.0 Incorporated by reference herein from the Company's Form 10-Q filed on August 7, 2017.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Acacia Diversified Holdings, Inc.

Date: May 31, 2018 By: /s/ Richard K. Pertile

Richard K. Pertile

Chief Executive Officer, Chief Financial Officer, President, and Chairman of the Board

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|----------|--------------|
| /s/ Richard K. Pertile Richard K. Pertile | Director | May 31, 2018 |
| /s/ Neil B. Gholson Neil B. Gholson | Director | May 31, 2018 |
| /s/ Gary J. Roberts, Jr. Gary J. Roberts, Jr. | Director | May 31, 2018 |
| /s/ Danny R. Gibbs Danny R. Gibbs | Director | May 31, 2018 |