

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): December 13, 2021 ~~December 7, 2021~~

**UNRIVALED BRANDS, INC.**

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-54258</u> (Commission File Number)	<u>26-3062661</u> (IRS Employer Identification No.)
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**3242 S. Halladay St., Suite 202**  
**Santa Ana, California 92705**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 909-5564**

Not Applicable  
(Former name or former 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:

- 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered

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

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 7, 2021, 620 Dyer LLC, a wholly-owned subsidiary of Unrivaled Brands, Inc. (the "Company"), entered into a Standard Offer, Agreement and Escrow Instructions for Purchase of Real Estate (the "PSA") with FRO III/SMA Acquisitions, LLC (the "Buyer") pursuant to which the Company agreed to sell and the Buyer agreed to purchase the real property located at 620 East Dyer Road, Santa Ana, CA (the "Property") for \$13,400,000 in cash. There is no material relationship between the Company or its affiliates and the Buyer other than in respect of the transactions contemplated by the PSA. The closing of the sale of the Property is subject to certain conditions set forth in the PSA. The PSA contains customary conditions, representations, warranties, indemnities and covenants by, among, and for the benefit of the parties.

The foregoing description of the PSA does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, which will be filed as an exhibit to a future periodic report.

**Item 8.01 Other Events.****Press Release**

On December 13, 2021, the Company issued a press release announcing, among other things, the entry into the PSA. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Safe Harbor Statement**

Information provided in this Current Report on Form 8-K may contain statements relating to current expectations, estimates, forecasts and projections about future events that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally relate to the Company's plans, objectives and expectations for future operations and are based upon management's current estimates and projections of future results or trends. Actual future results may differ materially from those projected as a result of certain risks and uncertainties. For a discussion of such risks and uncertainties, see "Risk Factors" as described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2021 and other reports on file with the Securities and Exchange Commission.

These forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<a href="#">99.1</a>	<a href="#">Press release, dated December 13, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document).

**SIGNATURES**

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

Unrivald Brands, Inc.

Date: December 13, 2021

By: /s/ Francis Knuettel II  
Francis Knuettel II  
Chief Executive Officer

**Unrivaled Brands Announces Agreement to Sell  
Inoperative Dyer Property for \$13.4 Million**

Unrivaled Retains Ownership of the Dispensary License

**SANTA ANA, Calif., DECEMBER 13, 2021: Unrivaled Brands, Inc.** (OTCQX: UNRV) (“Unrivaled” or the “Company”) announced today the execution of an agreement to sell the Company’s real property and building located on Dyer Road in Santa Ana, CA (the “Dyer Property”) for \$13.4 million. The sale is expected to close in January 2022, and the Company will retire \$9.0 million of outstanding debt on the property.

Notwithstanding the sale of the real estate at Dyer, the Company retains, through a wholly owned subsidiary that is not party to the sale, local approval to seek a license to open a cannabis dispensary at the Dyer building location. However, following the Company’s acquisition of the highly successful People’s dispensary, the Company is evaluating its options to develop the license, including consideration of the retail density in the area. The Company expects to make a final determination regarding the dispensary license in or about the first quarter 2022. If the city of Santa Ana grants approval to relocate licenses elsewhere in the city, the Company may consider using the dispensary license to open a dispensary in an underserved part of Santa Ana.

The sale has the effect of reducing carrying costs, freeing up capital and allowing the Company to direct its resources to brands or other dispensaries. With the close of the sale of Dyer Property, the Company will no longer bear any carrying costs, which include mortgage payments as well as taxes, insurance, security and other items, saving the Company in excess of \$100,000 per month.

Unrivaled’s CEO Frank Knuettel II stated, “By selling the Dyer Property and eliminating the expenses associated with the property, we are another step closer to positive cash flow. We believe that focusing our time and capital on brands or other currently operating assets will result in a higher return on investment. We remain focused on becoming the dominant west coast multi-state operator and are continually leveraging our resources to reach that goal.”

**About Unrivaled Brands**

Unrivaled Brands is a multi-state vertically integrated company focused on the cannabis sector with operations in California and Oregon. In California, Unrivaled Brands operates five dispensaries, a state-wide distribution network, and two cultivation facilities, and has one additional cultivation facility and up to three additional dispensaries under development. In Oregon, we operate a state-wide distribution network. Among other brands, Unrivaled Brands is home to Korova, the market leader in high potency products across multiple product categories, currently available in California, Oregon, Arizona, and Oklahoma, as well as Sticks and Cabana. For more info, please visit: <https://unrivaledbrands.com>.

## Cautionary Language Concerning Forward-Looking Statements

Certain statements contained in this communication regarding matters that are not historical facts, are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, known as the PSLRA. These include statements regarding management's intentions, plans, beliefs, expectations, or forecasts for the future, and, therefore, you are cautioned not to place undue reliance on them. No forward-looking statement can be guaranteed, and actual results may differ materially from those projected. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by law. We use words such as "anticipates," "believes," "plans," "expects," "projects," "future," "intends," "may," "will," "should," "could," "estimates," "predicts," "potential," "continue," "guidance," and similar expressions to identify these forward-looking statements that are intended to be covered by the safe-harbor provisions of the PSLRA. Such forward-looking statements are based on our expectations and involve risks and uncertainties; consequently, actual results may differ materially from those expressed or implied in the statements due to a number of factors.

New factors emerge from time-to-time and it is not possible for us to predict all such factors, nor can we assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. These risks, as well as other risks associated with the combination, will be more fully discussed in our reports with the SEC. Additional risks and uncertainties are identified and discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other documents filed from time to time with the SEC. Forward-looking statements included in this release are based on information available to Company as of the date of this release. The Company undertakes no obligation to update such forward-looking statements to reflect events or circumstances after the date of this release.

### Contact

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