

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): February 10, 2022 (February 4, 2022)

**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 2.01 Completion of Acquisition or Disposition of Assets

As previously disclosed in the Company's Current Report on Form 8-K, filed December 13, 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 ("FRO III"), which was assigned by FRO III to CREF3 Dyer Owner 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 for \$13,400,000 in cash. On February 4, 2022 the PSA closed. There is no relationship between the Company or its affiliates and the Buyer other than in respect of the transactions contemplated by the PSA.

## Item 8.01 Other Events.

### Press Release

On February 10, 2022, the Company issued a press release announcing, among other things, the closing of 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 February 10, 2022</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: February 10, 2022

By: /s/ Francis Knuettel II

Francis Knuettel II  
Chief Executive Officer

**Unrivaled Brands Closes Sale of Dyer Property for \$13.4 Million**

SANTA ANA, Calif., Feb. 10, 2022 – **Unrivaled Brands, Inc.** (OTCQX: UNRV) (“Unrivaled” or the “Company”) today announced the successful closing of the sale of the Company’s non-operating real property and building located on Dyer Road in Santa Ana, CA (the “Dyer Property”) for \$13.4 million.

The sale results in the Company retiring \$9.0 million of outstanding debt on the property. The Company is continuing to evaluate its options with respect to the license originally connected to the Dyer property, including consideration of the retail density in the area. 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 \$125,000 per month.

Unrivaled’s CEO Frank Knuettel II stated, “Selling the Dyer Property and eliminating the expenses associated with the property brings us another step closer to positive cash flow. It also represents another step towards us fulfilling the promises to shed non-core or non-operating legacy assets we made to shareholders upon taking over management of the company. We believe that focusing our time and capital on adding brands or dispensaries as well as our 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 up to four 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: [unrivaledbrands.com](https://unrivaledbrands.com). 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.

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