

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): September 20, 2024**

**Cibus, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38161**  
(Commission  
File Number)

**27-1967997**  
(IRS Employer  
Identification No.)

**6455 Nancy Ridge Drive**  
**San Diego, CA**  
(Address of principal executive offices)

**92121**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 450-0008**

(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 exchange on which registered
Class A Common Stock, \$0.0001 par value per share	CBUS	The Nasdaq Stock Market LLC

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

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**Item 8.01. Other Events.**

In connection with the recently completed underwritten public offering (the "Offering") of 3,000,000 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), of Cibus, Inc. (the "Company"), the Company granted Roth Capital Partners and A.G.P./Alliance Global Partners, as representatives (the "Representatives") of the several underwriters named therein (collectively, the "Underwriters"), a 45-day option to purchase up to 450,000 additional shares of the Company's Class A Common Stock (the "Option Shares") at the public offering price of \$4.00 per Share (the "Underwriter Option").

On September 20, 2024, the Representatives notified the Company that they had partially exercised the Underwriter Option in respect of 289,953 Option Shares.

The Offering was made pursuant to a prospectus supplement and related prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to the Company's shelf registration statement on Form S-3, as amended (Registration No. 333-273062). The prospectus supplement (the "Prospectus Supplement") related to the Offering was filed with the Commission on September 19, 2024.

A copy of the opinion of Jones Day relating to the validity of the Option Shares is filed herewith as Exhibit 5.1.

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**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Jones Day.</a>
23.1	<a href="#">Consent of Jones Day (included in Exhibit 5.1).</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, Cibus, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 23, 2024

**CIBUS, INC.**

By: /s/ Rory Riggs

Name: Rory Riggs

Title: Chief Executive Officer and Chairman

## JONES DAY

250 VESEY STREET • NEW YORK, NEW YORK 10281.1047  
TELEPHONE: +1.212.326.3939 • JONESDAY.COM

September 23, 2024

Cibus, Inc.  
6455 Nancy Ridge Drive  
San Diego, CA 92121

Re: Up to 450,000 Shares of Class A Common Stock of Cibus, Inc.

Ladies and Gentlemen:

We are acting as counsel for Cibus, Inc., a Delaware corporation (the “*Company*”), in connection with the issuance and sale by the Company of up to 450,000 Option Shares (the “*Shares*”) of the Company’s Class A Common Stock, par value \$0.0001 per share (the “*Class A Common Stock*”), pursuant to an Underwriting Agreement, dated as of September 18, 2024 (the “*Underwriting Agreement*”), by and among the Company, Roth Capital Partners, and A.G.P./Alliance Global Partners. Capitalized terms used but not defined herein shall have the meanings set forth in the Underwriting Agreement.

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based upon the foregoing and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered pursuant to the terms of the Underwriting Agreement against payment of the consideration therefor as provided in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

As to facts material to the opinion expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others. The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of any other Delaware law or the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Current Report on Form 8-K, dated the date hereof, filed by the Company and incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-273062) (the “*Registration Statement*”) filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”), and to the reference to us under the caption “Legal Matters” in the prospectus constituting a part of such Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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