
**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): June 7, 2019

KUSHCO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-55418
(Commission File Number)

46-5268202
(IRS Employer Identification No.)

11958 Monarch Street, Garden Grove, CA
(Address of principal executive offices)

92841
(Zip Code)

Registrant's telephone number, including area code: **(714) 243-4311**

(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: None.

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 10, 2019 (the “Effective Date”), KushCo Holdings, Inc. (the “Company”) promoted Rodrigo de Oliveira to Chief Operating Officer of the Company. Prior to his promotion, Mr. de Oliveira served as the Company’s Interim Chief Operating Officer since March 2019 and as its Vice President of Operations between April 2018 and March 2019.

From August 2017 through April 2018, Mr. de Oliveira served as Senior Director of Supply Chain Transformation at Nike Accessories, a leader in sports equipment and accessories. From October 2013 to August 2017, Mr. de Oliveira served as Supply Chain Business Lead at Brightstar Corp., a U.S.-based company manufacturing, servicing and distributing wireless devices to carriers, retailers and enterprises worldwide. Prior to that, he served in positions of increasing responsibility at Oakley, Inc. and General Electric. Mr. de Oliveira received his Bachelor’s degree in Business at Universidade Makenzie in Brazil.

On June 7, 2019, and effective as of the Effective Date, the Company entered into an amendment to Mr. de Oliveira’s offer letter (the “Offer Letter Amendment”). Pursuant to the Offer Letter Amendment, Mr. de Oliveira will receive an annual base salary of \$250,000 and the opportunity to earn an annual bonus of up to \$125,000, based on achievement of certain performance goals.

The foregoing description of the Offer Letter Amendment is a summary and does not purport to be complete. Such description is qualified in its entirety by reference to the text of the Offer Letter Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K, and is incorporated herein by reference.

There are no related party transactions between the Company and Mr. de Oliveira, and Mr. de Oliveira is neither related to, nor does he have any relationship with, any existing member of the Board or any executive officer of the Company.

Item 8.01. Other Events.

On June 11, 2019, the Company issued a press release announcing the promotion of Mr. de Oliveira to Chief Operating Officer. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Title</u>
<u>10.1</u>	<u>Amendment to Offer Letter between Rodrigo de Oliveira and KushCo Holdings, Inc., dated June 7, 2019.</u>
<u>99.1</u>	<u>Press Release issued by KushCo Holdings, Inc. on June 11, 2019.</u>

SIGNATURE

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

June 11, 2019
(Date)

KUSHCO HOLDINGS, INC.
(Registrant)

/s/ Nicholas Kovacevich
Nicholas Kovacevich
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibit
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June 7, 2019

Rodrigo De Oliveira

RE: Promotion

Dear Rodrigo De Oliveira,

Congratulations! We are very pleased to offer you a new position with KUSHCO HOLDINGS, INC., a Nevada corporation (the “Company”) as a Chief Operating Officer. Your new position is subject to the terms and conditions set forth in this letter.

This letter is to confirm our understanding with respect to your future employment by KushCo Holdings or any present or future parent, subsidiary, affiliate or successor thereof (collectively, the “Company”). The terms and conditions agreed to in this letter are hereinafter referred to as the “Offer”. In consideration of the mutual promises and covenants contained in this Offer, and for other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, we have agreed as follows:

Employment

Subject to the terms and conditions of this Offer, you will be employed by the Company as a full-time Chief Operating Officer reporting to Nick Kovacevich, Chief Executive Officer. You will have the responsibilities, duties and authority commensurate with the position of Chief Operating Officer as determined by the Officers and/or the Board of Directors of the Company from time to time. You agree to devote your full business time attention and best efforts to the performance of your duties and to the furtherance of the Company’s interests during your employment.

Subject to the terms hereof, your promotion hereunder will commence on **June 10th, 2019** (the “Commencement Date”). Your employment with the Company is deemed to be “at will” and can be terminated by the Company or you at any time without prior notice or without reason.

The principal location at which you will perform such services will be our facility in Garden Grove, CA.

Compensation

Effective June 10th, 2019 you will be increased to a base salary at the annual rate of \$250,000 (the "Base Salary"). The Base Salary will be payable bi-weekly installments in accordance with the Company's payroll practices as in effect, as may be amended from time to time. The Company will deduct from each such installment any amounts required to be deducted or withheld under applicable law or under any employee benefit plan in which you participate.

This letter sets forth the entire agreement between us and supersedes any prior agreements or understandings between us pertaining to the subject matter of this letter. You acknowledge you have not signed this letter based on any representation that is not expressly stated in this letter.

All of us at the Company are excited at the prospect of you contributing to the team in your new role. If you have any questions about the above details, please call me immediately. If you wish to accept this position, please sign below and return this letter agreement to me within three business days. This offer is open for you to accept until June 10, 2019 at which time it will be deemed to be withdrawn.

I look forward to hearing from you.

Yours sincerely,

/s/ Nick Kovacevich

Nick Kovacevich
Chief Executive Officer

I accept the Company's offer of full-time employment pursuant to the terms and conditions described above and acknowledge receipt of the pay rate and pay day information.

By: /s/ Rodrigo de Oliveira

Name: Rodrigo de Oliveira

Date: June 7, 2019

KushCo Holdings Expands Leadership Team

Rodrigo De Oliveira appointed to Chief Operating Officer, Calvin Coy to Vice President of Strategic Procurement, and Fabian Chavez to Vice President of Operations.

GARDEN GROVE, Calif., June 11, 2019 – KushCo Holdings, Inc. (OTCQB: KSHB) (“**KushCo**” or the “**Company**”), today announced that Rodrigo De Oliveira has been named the Chief Operating Officer (COO). Mr. De Oliveira joined the company in April 2018 and had been serving as the Company’s Interim COO since February of 2019. With more than 18 years of experience in global supply chain and operations, Mr. De Oliveira is well-versed in lean manufacturing principles and holds a Six Sigma blackbelt. In addition, the Company announced two key hires to the operations team, Calvin Coy as Vice President of Strategic Procurement, and Fabian Chavez as Vice President of Operations.

“Rodrigo has been instrumental in improving the Company’s operational efficiencies as we execute our path to profitability. Under his leadership we’re in a position to continue scaling our business while launching several new high margin, high value initiatives to support the legal cannabis, CBD and hemp markets. We are pleased to have him on the KushCo executive team, in addition to new team members, Calvin and Fabian, who both bring decades of global supply chain and operations experience,” said Nick Kovacevich, CEO of KushCo.

“As the cannabis industry scales with more states and countries coming online, I look forward to leading our top tier operations department to maintain the highest quality support for our clients. Our priority in this industry’s ever-changing supply chain is to strengthen our distribution network and support our customer’s growth,” said Rodrigo De Oliveira, COO of KushCo.

In his position as Vice President of Strategic Procurement, Mr. Coy will develop strategies that best optimize the supply chain to support product customization. He brings over 20 years of global supply chain, operations, and product creation experience at companies such as Nike, Under Armour, Fanatics, Oakley and Stance with a strong history of developing strategic partnerships throughout Asia and the Americas.

Mr. Chavez’s experience in domestic and international operations at companies including UPS, Gateway Computers, Oakley, and Nike will be applied in his new role as Vice President of Operations. He will provide strategic planning of operations systems, defining logistics workflows, and process improvements that will optimize KushCo for long term gains in performance, revenue, and profitability.

To be added to the distribution list, please email ir@kushco.com with “Kush” in the subject line.

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About KushCo Holdings

KushCo Holdings, Inc. (OTCQX: KSHB) (www.kushco.com) is the premier producer of ancillary products and services to the cannabis and hemp industries. KushCo Holdings' subsidiaries and brands provide, product quality, exceptional customer service, compliance knowledge and a local presence in serving its diverse customer base.

Founded in 2010, KushCo Holdings has now sold more than 1 billion units to growers, processors and producers across North America, South America, and Europe.

The Company has been featured in media nationwide, including CNBC, Los Angeles Times, TheStreet.com, Entrepreneur, and business magazine Inc. While KushCo Holdings provides products and solutions to customers in the cannabis and CBD industries, it has no direct involvement with the cannabis plant or any products that contain THC or CBD.

For more information, visit www.kushco.com or call (888)-920-5874

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