

**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 13, 2023

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.

Item 7.01. Regulation FD Disclosure.

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference is the form of a shareholder presentation to be used by Cibus, Inc. ("Cibus") in discussions with certain of its securityholders and other persons.

Item 8.01. Other Events.

As of May 31, 2023, the number of shares of issued and outstanding common stock of Cibus was as set forth below.

Excluding restricted stock issued under the Cibus, Inc. 2017 Omnibus Incentive Plan, Cibus shares outstanding are:

- 21,225,234 shares of common stock, comprising:
 - 16,582,599 shares of Class A common stock, par value 0.0001 per share ("Class A Common Stock") and
 - 4,642,635 shares of Class B common stock, par value 0.0001 per share, which are generally exchangeable, as a paired unit together with an equal number of Cibus Global, LLC membership units, for shares of Class A Common Stock on a one-for-one basis.

In addition, 1,019,282 restricted shares of Class A Common Stock granted pursuant to the Cibus, Inc. 2017 Omnibus Incentive Plan, which are subject to vesting, were issued and outstanding as of May 31, 2023.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The information furnished in Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of such section, nor shall such information be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Cibus, Inc. Shareholder Presentation (June 2023)
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: June 13, 2023

CIBUS, INC.

By: /s/ Rory Riggs

Name: Rory Riggs

Title: Chief Executive Officer and Chairman



CIBUS[®]

Leading the
Future of Breeding[™]

June 2023



Key Takeaways

Cibus is a Pure-Play Trait Development Business Revolutionizing the Trait Royalty Industry

Cibus' Trait Machine is the Future of Gene Edited Trait Development

Initial Crop & Trait Platforms 3 Crops/6 Traits	Near Term Royalty Opportunity \$1.8B/~200MM acres	Patents & Patent Applications > 1,000
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- **Technology**
 - Merger with Calyxt Combines Leading Technologies
 - Together > 1,000 Patents & Patent Applications
 - Both Companies have Leading Traits & Programs
- **Business**
 - Portfolio of 6 initial traits that improve yields, lower costs and address climate goals
 - 3 Developed Traits in Canola & Rice that are shipping
 - Agreements with leading seed companies

Traits: A Large Attractive Royalty Market - Critical to the Agriculture Industry

Current Market ~ 400MM Acres ~ \$8 Billion	Cibus Core Market ~ 535 MM Acres ~ \$4 Billion	Future Market Billions of Acres \$2 to \$15 Per Acre
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- **Large, Multi-billion \$ Addressable Market**
 - GMO-Based Traits for weeds & insects on 300MM+ acres in NA & SA are generating ~\$8 Billion in Trait Fees
 - Growing Need due to Changing Environmental Conditions
 - Growing addressable market as global regulators move to institutionalize regulations supporting gene editing



Note: See slide 25 below for term definitions, data sources & assumptions. Current market consists primarily of Traits developed using GMO technologies.



Key Management



Rory Riggs
CEO, CHAIRMAN
CO-FOUNDER

ROYALTY PHARMA
FibroGen
Biomatrix
Sugen
Syntax
CIBUS



Peter Beetham, PhD
COO, PRESIDENT
CO-FOUNDER



Greg Gocal, PhD
EVP, CHIEF SCIENTIFIC
OFFICER, CO-FOUNDER



Noel Sauer, PhD
SVP, HEAD OF R&D



Wade King, MD
CHIEF FINANCIAL
OFFICER



Travis Frey, PhD
EVP, SUSTAINABLE
INGREDIENTS, STRATEGY,



Breeding is How Seed Co's Develop Traits

The Seed Industry: Productivity Traits are the Primary Basis for Competition.
Seed Co's Charge Productivity Trait Fees for Productivity Gains from Traits.

Conventional Breeding

Lengthy & Random

Conventional Trait Development
(Breeding!) has Severe
Scale & Speed Limitations



Cibus' Trait Machine Changes the Game

Standardized End-to-End Semi-Automated Gene Edited Trait Production Facility
Trait Development in a Fraction of the Time and Cost of Conventional Breeding

Cibus

The Trait Machine™

High Throughput Gene Editing System

"Nature Identical" Traits
Non-GMO Traits that are conventional breeding like.
Bio-Mfg. Standards
Pharma Standard Quality Control & Assurance.

Timebound, Predictable & Reproducible Breeding System.

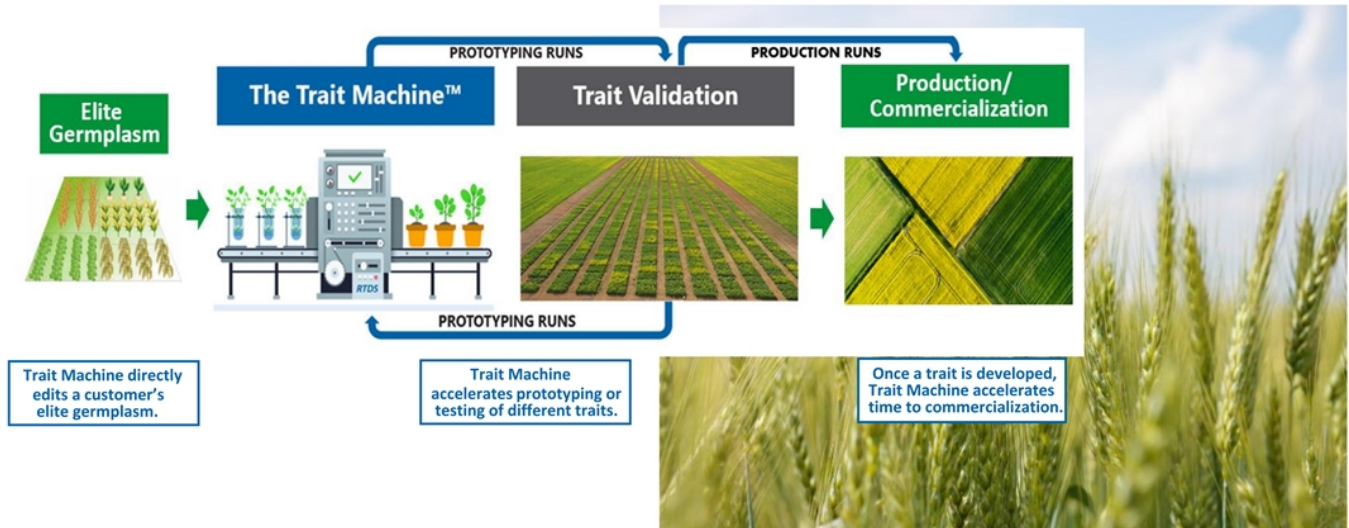


Trait Machine is a Step Change in Trait Development

Transforms: 1) Trait Development, and 2) Trait Commercialization!

1– Prototyping Runs: Accelerates Proof of Concept, Development.

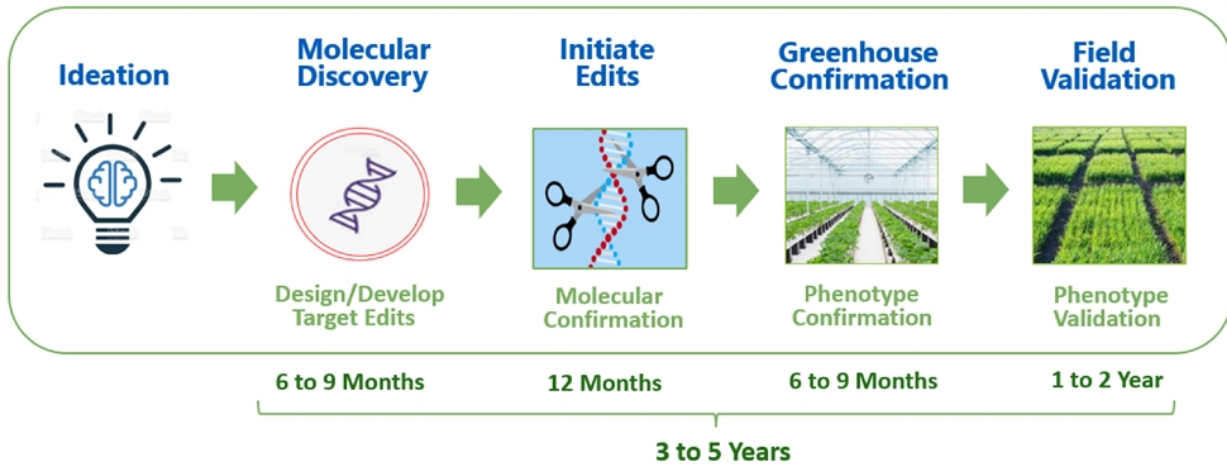
2– Production Runs: Accelerates Speed to Market, Commercialization.



The New Face of Trait Development

Timebound, Reproducible and Predictable Trait Development Process

Each Successive Stage Materially Increases the Probability of Next Stage and Successful Field Validation



Addresses the Pressing Need From Climate Change

Billions of Acres being hit by Changing Diseases, Pests & Resources

Desperate Need for Change in the Time Required and Scale of Trait Development

**Gene Editing is
Virtually the Only
Tool that Can Address
Climate Challenges
at Scale**



The Market Opportunity

*The Business, Product and
Economic Opportunity
of Plant Traits*

Productivity Traits are a Royalty Business

Royalties are Paid for Traits that Make Farmers Money

- Improved Yields, Increased Productivity, and/or Lower Costs (Chemicals!)



Note: See slide 25 for term definitions, data sources & assumptions.

Example: The “Bt” Trait

Trait: A “Bt” Protein that is Engineered into a Plant to make it Toxic to Plant specific pests.

Economics: Bt Trait Increases productivity by killing pests, decreasing pesticide use & increasing yields.



Business Model:

Traditional Trait Distribution Model: Traits Distributed in Seeds by Seed Co's
Seed Co's Pay Trait Royalties based on Trait Fees Paid by Farmer



Farmers

Challenged by the impacts of Environment & Climate change

TURN TO



Seed Companies

Seed Co's sell Farmer seeds with traits to address productivity needs.

Farmers pay Seed Co's trait fees (in total cost charged for seed)

WHO TURN TO



Trait Developers

Develop Productivity Traits
- License Trait IP to Seed Co's.

Collect Royalties:
- Seed Co's pay Trait Royalties for Trait IP based on Trait Fees.



Cibus' Initial Crops



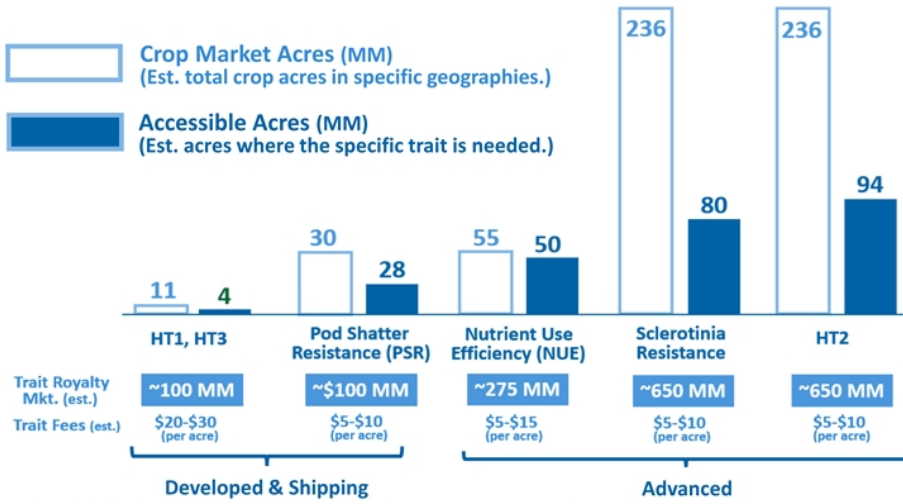
Cibus' Initial Business Model is 3 Crops: Canola, Rice & Soybean



Note: See slide 25 for term definitions, data sources & assumptions.
 Market acres are for North America, South America & Australia
 Soybean Platform expected to be operational in H2 2023.

Cibus' Initial Productivity Traits

Cibus' Initial Business Model is 6 Traits (in 3 Crops: Canola, Rice & Soybean)

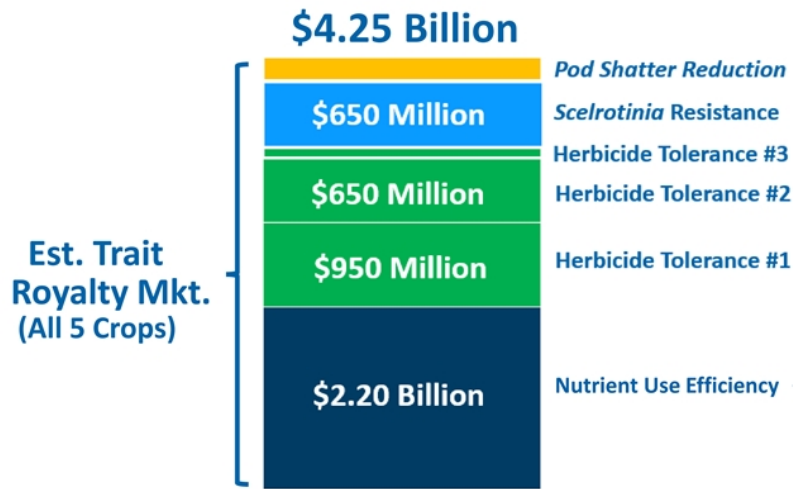


Note: Market and Accessible Acres are based on Canola, Rice, Soybean in N.A., S.A, Europe Australia.
 Est. Market Acres, Accessible and Trait Royalty Market for PSR are based on non-BASF acres.
 See slide 25 below for term definitions, data sources & assumptions.



Cibus' Target Crops Include Corn & Wheat

Cibus' Target is the 5 Major Crops: Adding Corn & Wheat to Canola, Rice & Soybean



Note: See slide 25 for term definitions, data sources & assumptions.
Trait Royalty Market estimates are for Cibus' initial 6 Traits in: 1) Canola, Rice, Soybean, Wheat & Corn, and in 2) NA, SA & Europe

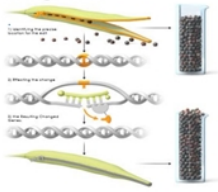
Lead 1st Trait:

PSR: Pod Shatter Reduction - Canola/WOSR

Trait Fees Acres (est.): ~26 MM, Trait Royalty Market (est.): ~\$200 MM

Reducing Pod Shatter Increases Oil Seed Yield

Increasing Farmers' Yields by Reducing Pod Shatter



POD Shatter Reduction

Strengthens Sheath that Holds the Oil Seeds

Sheaths Shatter in Rain/High Wind Causing Yield Losses of 10% or More.

Strong Commercial Progress: Developed & Shipping

Initial Customers 10
Initial Trait Acres (est.) ~15 MM

Trait Royalties (per acre) \$5-\$10
Trait Royalty Mkt (est.) ~\$100 MM
(Initial 10 Customers)

1st Transfer Q1 2023

Note: See slide 25 for term definitions, data sources & assumptions.
Initial Trait Acres are based current customers in Canola in N.A., EU

Our 1st Blockbuster Trait

Sclerotinia White Mold Resistance - *Canola, Soybean*

Trait Royalty Market (est.): ~\$650 MM

Sclerotinia Resistance

Increases Yields,
Reduces Fungicide use



Field Infection



Greenhouse Test Resistance



Greenhouse Test Wild Type Infected

Sclerotinia Resistance

Builds internal defenses to prevent
Sclerotinia from infecting plant.

Improves Yields and
Reduces Use/Cost of Fungicides

Note: See slide 25 for term definitions, data sources & assumptions.

Accessible Acres are for *Sclerotinia* in Soybean or Canola in N.A., S.A. and Europe.
Disease Resistance is a complex trait consisting of multiple modes of action.
Cibus had green house confirmation of its 1st MOA of the trait in 2022 & the 2nd MOA in 2023.

Stage of Development

	Canola/ WOSR	Soybean
Molecular Discovery	Yes	Yes
Initiate Editing	2021	2023
Green House Confirmation	2022	NA
Field Validation (est.)	2024	NA

Accessible Acres (est.) ~30 MM ~50 MM

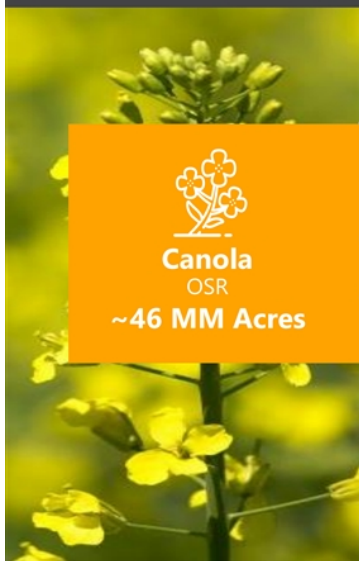
Trait Royalties (est. per acre) ~\$5-\$10 ~\$5-\$10

Trait Royalty Market (est.) ~\$270 MM ~\$385 MM

Initial Crop: Canola

Four of the Initial Six Traits will Be Traits Launched In Canola

Canola is Cibus' 1st Operational Crop Platform, Royalty Potential - Initial Traits > \$900 MM





Initial Traits	Cibus Accessible Acres (est.)	Trait Royalty (est. per acre)	Trait Royalty Market (est.)
Pod Shatter (PSR)	26 MM	\$5-\$10	~\$200 MM
<i>Sclerotinia</i> Resistance	30 MM	\$5-\$10	~\$270 MM
Herbicide Tolerance #2 (HT2)	20 MM	\$5-\$10	~\$225 MM
Nutrient Use Efficiency (NUE)	46 MM	\$5-\$15	~\$250 MM
<i>Sclerotinia</i> , HT#2 & NUE are Multi-Crop Traits	Note: See slide 25 for term definitions, data sources & assumptions. Accessible Acres are for the specific traits in Canola in N.A., S.A., Europe, & Australia		

Initial Crop: Rice

Three of the Initial Six Traits will be launched in Rice

Rice is Cibus' 2nd Operational Crop Platform, Royalty Potential - Initial Traits ~120 MM

	Initial Traits	Cibus Accessible Acres (est.)	Trait Royalty (est. per acre)	Trait Royalty Market (est.)
 <p>Rice ~10 MM Acres</p>	HT1, HT3	4 MM	\$10-\$30	~\$100 MM
	Nutrient Use Efficiency (NUE)	4 MM	\$5-\$10	~\$21 MM
	<i>Sclerotinia</i> , HT#2 & NUE are Multi-Crop Traits	Note: See slide 25 for term definitions, data sources & assumptions. Accessible Acres are for the specific trait in Rice in N.A., S.A. & Europe		

Initial Crop: Soybean

Two of the Initial Six Traits will be launched in Soybean

Soybean Expected to be Cibus' 3rd Operational Crop Platform, Royalty Potential - Initial Traits ~\$800 MM



Initial Traits	Cibus Accessible Acres (est.)	Trait Royalty (est. per acre)	Trait Royalty Market (est.)
<i>Sclerotinia</i> Resistance	50 MM	\$5-\$10	~\$385 MM
Herbicide Tolerance #2 (HT2)	74 MM	\$5-\$7	~\$420 MM
<p><i>Sclerotinia</i>, HT#2 & NUE are Multi-Crop Traits</p> <p>Note: See slide 25 for term definitions, data sources & assumptions. Accessible Acres are for in the specific trait in Soybean in N.A., S.A., Europe Soybean platform expected to be operational in 2H 2023</p>			

Sustainable Ingredients

Addresses Global Drive to Transition Ingredients to meet Corporate Sustainability Objectives

P&G Collaboration: A Model for Co's with Climate 2040 Sustainability Goals



Proctor & Gamble

In Q1-2023, Cibus and P&G entered into a collaboration to develop sustainable low carbon ingredients.

- P&G will fund a multi-year program to develop Sustainable Low Carbon Ingredients that help advance its sustainability objectives.
- Working with Cibus to Build a broader coalition.
- Soybean is Key Crop for the Sustainable Ingredients Industry.

Future: “Core” Multi-Crop Productivity Traits

Traits that Address > 100 MM Acres with Trait Royalties of \$5 to \$15 per acre



Blockbusters are Traits that Address Agricultural Sustainability at Scale

Target Areas

Resistance Traits

DISEASE RESISTANCE
Able to resist or fight disease pathogens. Reduces fungicide use

INSECT RESISTANCE
Able to resist specific pests or insects. Reduces pesticide use.

Efficiency Traits

CLIMATE CHANGE
Addressing the impacts of climate such as drought & weather

NUTRIENT PROCESSING
Able to better process available nutrients. Reduces fertilizer needs.

AGRONOMY
Physiological traits that improve yields and farmability

Sustainable Ingredients

PLANT OUTPUTS
Renewable products that don't negatively impact the environment during production, use, or disposal.

PROCESS OUTPUTS
Replacing inputs or process materials that negatively impact the environment.

2023 Highlights & Key Milestones

Trait Royalty Market in Canola, Rice and Soybean for PSR, *Sclerotinia*, H1, HT2 & HT3 is: ~\$1.5 Billion
In Canola/WOSR alone, the Trait Royalty Market for PSR, HT2 and *Sclerotinia* is: ~\$700 Million

Trait Products

Canola

- **Shipments:** Six PSR Trait Transfers (1st Transfer in Q1 2023)
- **Green House Data:** HT2 (H2 2023), *Sclerotinia* (2022, H1 2023 & H2 2023)
- **Initiate Edits:** Nutrient Use Efficiency (H2 2023)

Rice

- **Shipments:** Two HT Trait Transfers (HT1 & HT3 Transfers in Q2 2023)
- **Initiate Edits:** Nutrient Use Efficiency (Q1 2023)

Soybean

- Complete Platform Development (H2 2023)
- **Initiate Edits:** HT2, *Sclerotinia* (H2 2023)

Wheat, Corn

- Wheat Platform Q4 2024
- Corn Platform Q4 2025

Operations

Trait Machine

- "Oberlin" Operational H2 2023



Disclaimer

Securities Law Matters

This presentation has been prepared by Cibus Global, LLC (the "Company"), and the Company is responsible for its contents. It shall not constitute an offer, nor a solicitation of an offer, of the sale or purchase of securities, nor shall any securities of the Company be offered or sold, in any jurisdiction in which such an offer, solicitation or sale would be unlawful. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the transactions contemplated hereby or determined if this presentation is truthful or complete. Any representation to the contrary is a criminal offense.

Industry and Market Data

Information about market and industry statistics contained in this presentation is included based on information available to the Company that it believes is accurate in all material respects. It is generally based on academic and other publications that are not produced for purposes of securities offerings or economic analysis. The Company has not reviewed or included data from all sources, and the Company cannot assure potential investors of the accuracy or completeness of the data included in this presentation. Forecasts and other forward-looking information obtained from these sources, including estimates of future market size, revenue and market acceptance of products and services, are subject to the same qualifications and the additional uncertainties accompanying any forward-looking statements.

Acreage Data

This presentation has 2 available acreage calculations: TAM-Total Accessible Acres and Trait Fees Acres. These are based on the company's estimate of total hybrid acres available in: North America, South America & Europe for each crop. European acres are not currently accessible. These acres depend on a favorable outcome of the current EU Parliamentary process. They are shown to show the potential increase in available acres if the EU were to pass the proposed legislation. The EU is expected to advance its legislative process for its proposed legislation.

Intellectual Property

"Cibus," "RTDS," "Rapid Trait Development System," "FALCO," "SU Canola," "Nucelis," "ASAP," "A Different Breed," "Trait Machine," "Inspired by Nature," "Driving Sustainable Agriculture," "Reshaping Crop Protection," "Reinventing Trait Development", "Timebound & Predictable", "Driving Trait & Breeding Innovation", "Future of Breeding", the Cibus logo and other trademarks or service marks of Cibus appearing in this presentation are the property of Cibus.

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1. **Developed** means validated field trials (Canola PSR, rice HT1, HT3); **Advanced development** means editing process underway with known edit targets.
2. **Bt** refers to *Bacillus thuringiensis* that is a species of bacteria that lives in soil
3. **Total Market Acres and Accessible Acres** are company estimates based on industry sources. There can be no assurance that Accessible Acres can be achieved.
4. **Trait Machine Platforms** are operational in canola and rice. Soybean is expected to be operational in H2 2023.
5. **Trait Royalty Market** is determined by multiplying the Est. Accessible Acres by the Est. Trait Fees for a specific Cibus trait in a specific geography or geographies.
6. **Shipping** means traits are transferred to customers in a customer's elite germplasm.
7. **MOA** refers single mode of action for a complex trait.
8. **Complex traits** refers to traits consisting of multiple modes of action. Greenhouse confirmation of a complex trait may refer to a single MOA or Multiple MOA's.
9. **Initiate Edits** means that the editing process has begun for the trait in the specific
10. **Greenhouse Data** means greenhouse confirmation for a single mode action or multiple modes of action for a trait.

3rd Party Data

1. **Trait Fee information** are 2020 estimates based on data from Agbioinvestor, US Gov., BCG & 3rd party consultants. Traits are predominantly GMO traits in North & South America.

Forward Looking Statements

This presentation contains "forward-looking statements" within the meaning of applicable securities laws, including The Private Securities Litigation Reform Act of 1995. All statements, other than statements of present or historical fact included herein, including statements regarding the benefits of the merger, Cibus, Inc.'s ("Cibus") operational and financial performance, and Cibus' strategy, future operations, prospects and plans, are forward-looking statements. Forward-looking statements may be identified by words such as "anticipate," "believe," "intend," "expect," "plan," "scheduled," "could," "would" and "will," or the negative of these and similar expressions. These forward-looking statements are based on the current expectations and assumptions of Cibus' management about future events, which are based on currently available information. These forward-looking statements are subject to numerous risks and uncertainties, many of which are difficult to predict and beyond the control of Cibus. There are many factors that could cause Cibus' actual results, level of activity, performance or achievements to differ materially from those expressed or implied by forward-looking statements, including factors related to: (i) risks associated with the possible failure to realize certain anticipated benefits of the transactions contemplated by the merger (the "Transactions"), including with respect to future financial and operating results; (ii) the effect of the completion of the Transactions on Cibus' business relationships, operating results and business generally; (iii) the outcome of any litigation related to the merger agreement or Transactions; (iv) competitive responses to the Transactions and changes in expected or existing competition; (v) challenges to Cibus' intellectual property protection and unexpected costs associated with defending Cibus' intellectual property rights; (vi) increased or unanticipated time and resources required for Cibus' platform or trait product development efforts; (vii) Cibus' reliance on third parties in connection with its development activities; (viii) Cibus' ability to effectively license its productivity traits and sustainable ingredient products; (ix) the recognition of value in Cibus' products by farmers, and the ability of farmers and processors to work effectively with crops containing Cibus' traits; (x) Cibus' ability to produce high-quality plants and seeds cost effectively on a large scale; (xi) Cibus' need for additional funding to finance its activities and challenges in obtaining additional capital on acceptable terms, or at all; (xii) Cibus' dependence on distributions from Cibus Global, LLC to pay taxes and cover Cibus' corporate and overhead expenses; (xiii) regulatory developments that disfavor or impose significant burdens on gene-editing processes or products; (xiv) Cibus' ability to achieve commercial success; (xv) commodity prices and other market risks facing the agricultural sector; and (xvi) technological developments that could render Cibus' technologies obsolete. In addition to these factors, other known and unknown risks and uncertainties may adversely affect such forward-looking statements and cause Cibus' actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, actual results and plans could differ materially from those expressed in any forward-looking statements. In addition, the forward-looking statements included in this press release represent Cibus' views as of the date hereof. Cibus specifically disclaims any obligation to update such forward-looking statements in the future, except as required under applicable law. These forward-looking statements should not be relied upon as representing Cibus' views as of any date subsequent to the date hereof.