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 15, 2023

Charlotte’s Web Holdings, Inc.
(Exact name of Registrant as Specified in Its Charter)

British Columbia	000-56364	98-1508633
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

700 Tech Court Louisville, Colorado	80027
(Address of Principal Executive Offices)	(Zip Code)

Registrant’s Telephone Number, Including Area Code: (720) 617-7303

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 (see General Instructions A.2. below):

☐ 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**	**Name of exchange on which registered**
N/A	N/A	N/A

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 5.07 Submission of Matters to a Vote of Security Holders.

At the annual general meeting of shareholders of Charlotte's Web Holdings, Inc. (the "Company") held on June 15, 2023, the Company's shareholders voted on the following proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2023 and on SEDAR on April 28, 2023. The total number of votes cast, in person or by proxy, at the annual general meeting was 90,323,198, representing 59.25% of the outstanding common shares as of the April 21, 2023 record date. The following are the voting results for the proposals considered and voted upon at the annual general meeting.

Proposal No. 1: To set the number of directors of the Company at six.

The shareholders ratified the setting of the number of directors of the Company at six (6) directors.

Votes For	Votes Against	Broker Non-Votes
59,426,198	1,458,775	29,438,225

Proposal No. 2: To elect directors for the forthcoming year.

The shareholders voted to elect the following individuals as directors of the Company until the next annual meeting of shareholders at which election of directors is considered, or until his or her successor is duly elected or appointed:

Name of Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Jonathan Atwood	59,504,185	1,380,788	29,438,225
John Held	20,028,855	40,856,118	29,438,225
Thomas Lardieri	20,037,933	40,847,040	29,438,225
Alicia Morga	20,075,843	40,809,130	29,438,225
Susan Vogt	59,433,399	1,451,574	29,438,225
Jacques Tortoroli	20,216,364	40,668,609	29,438,225

Proposal No. 3: To appoint Ernst & Young LLP as auditors for the ensuing fiscal year ending December 31, 2023 and the authorization of the board of directors to fix the remuneration to be paid to the auditors.

The shareholders ratified the appointment of Ernst & Young LLP as the Company's auditors for the ensuing fiscal year ending December 31, 2023 and the authorization of the board of directors to fix the remuneration of the auditors.

Votes For	Votes Withheld	Broker Non-Votes
87,828,047	2,495,151	0

Item 7.01 Regulation FD Disclosure.

On June 16, 2023, the Company issued a press release announcing the results from its 2023 annual general meeting of shareholders held on June 15, 2023 via live audio webcast. A copy of the press release is furnished as Exhibit 99.1 and incorporated into this Item 7.01 by reference.

The information in this Item 7.01 of this Form 8-K is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1*	Press release issued by Charlotte's Web Holdings, Inc. on June 16, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document

* Furnished herewith

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 thereunto duly authorized.

CHARLOTTE'S WEB HOLDINGS, INC.

Date: June 20, 2023

By: /s/ Stephen Rogers
Stephen Rogers
Senior Vice President - General Counsel and Corporate Secretary

News Release

Charlotte's Web Announces Shareholder Meeting Voting Results and Re-Election of Board Members

DENVER, CO. – June 16, 2023 - (TSX:CWEB) (OTCQX:CWBHF) Charlotte's Web Holdings, Inc. ("**Charlotte's Web**" or the "**Company**") is pleased to announce the results from its 2023 annual general meeting of Company shareholders (the "**Shareholders**") held on June 15, 2023 via live audio webcast (the "**Meeting**").

At the Meeting, each of the incumbent directors were duly re-elected as directors of the Company and all other items, as detailed in the Company's Proxy Statement dated April 28, 2023, were also approved.

Given that certain of the directors received less than majority support at the Meeting, each such director has complied with the Company's majority voting policy (the "**Majority Voting Policy**") and has provided an offer to resign from the Board (the "**Offers**") to the Board. The Board will, in accordance with the Majority Voting Policy, make a determination in due course on whether or not to accept any Offers. A further update will be provided promptly following the Board's determination. A copy of the Majority Voting Policy is available on the Company's website at www.charlottesweb.com.

The results of the vote for the election of directors to the board of directors of the Company (the "**Board**") were as follows:

Nominee	# Votes For	% Votes For	# Votes Withheld	% Votes Withheld
Jonathan Atwood	59,504,185	97.7%	1,380,788	2.3%
John Held	20,028,855	32.9%	40,856,118	67.1%
Thomas Lardieri	20,037,933	32.9%	40,847,040	67.1%
Alicia Morga	20,075,843	33.0%	40,809,130	67.0%
Jacques Tortoroli	20,216,364	33.2%	40,668,609	66.8%
Susan Vogt	59,433,399	97.6%	1,451,574	2.4%

Detailed results of the matters considered at the Meeting are reported in the Report of Voting Results as filed on the Company's SEDAR profile at www.sedar.com.

About Charlotte's Web Holdings, Inc.

Charlotte's Web Holdings, Inc., a Certified B Corporation headquartered in Denver, is the market leader in innovative hemp extract wellness products under a family of brands that includes Charlotte's WebTM, CBD MedicTM, and CBD ClinicTM. Charlotte's Web whole-plant CBD extracts come in full-spectrum and broad-spectrum options, including ReCreateTM by Charlotte's Web, the world's only broad-spectrum CBD certified NSF for Sport®, which is the official CBD of Major League Baseball©. Charlotte's Web branded premium quality products start with proprietary hemp genetics that are American farm-grown using organic and regenerative cultivation practices. The Company's hemp extracts have naturally occurring botanical compounds including cannabidiol ("CBD"), CBC, CBG, terpenes, flavonoids, and other beneficial compounds. The Company's CW Labs R&D division advances hemp science at a center of excellence in Louisville, Colorado. Charlotte's Web product categories include CBD oil tinctures (liquid products) CBD gummies (sleep, stress, exercise recovery), CBD capsules, CBD topical creams and lotions, as well as CBD pet products for dogs. Through its substantially vertically integrated business model, Charlotte's Web maintains stringent control over product quality and consistency with 20+ product lot testing for quality assurance. Charlotte's Web products are distributed to retailers and health care practitioners throughout the U.S.A, and online through the Company's website at www.charlottesweb.com.

Forward-Looking Information

Certain information in this news release constitutes forward-looking statements and forward-looking information within the meaning of applicable securities laws (collectively, "forward-looking information"). In some cases, but not necessarily in all cases, forward looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "is positioned", "estimates", "intends", "assumes", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking information.

Statements containing forward-looking information are not historical facts, but instead represent management's current expectations, estimates and projections regarding the future of our business, future plans, strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking information is necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by the Company as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such statements containing forward-looking information. Although these statements containing forward-looking information are based on assumptions the Company considers to be reasonable based on the information available on the date such statements are made, such statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward-looking information.

The material factors and assumptions used to develop the forward-looking information herein include, but are not limited to, international and political considerations; regulatory changes; and the factors discussed throughout the "Risk Factors" section of the Company's most recently filed annual information form available on www.SEDAR.com and in the Company's most recently filed Annual Report on Form 10-K and quarterly report on Form 10-Q as amended, and other filings with the Securities and Exchange Commission available on www.SEC.gov. Except as required by applicable securities laws, the Company undertakes no obligation to publicly update any forward-looking information, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

For more information:

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