

## CURRENT REPORT

Date of Report (Date of earliest event reported): December 27, 2018

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### ASC BIOSCIENCES, INC.

(Exact name of issuer as specified in its charter)

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Nevada  
(State or other jurisdiction  
of incorporation)

47-3905532  
(I.R.S. Employer  
Identification No.)

2821 S. Parker Rd. Ste. 1109  
Aurora, Colorado  
(Address of principal executive offices)

80014  
(Zip Code)

(760) 844-0802  
(Issuer's telephone number, including area code)

24567 N 117<sup>th</sup> Street, Scottsdale, AZ 85255  
(Former name or former address, if changed since last report)

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#### **Entry or Termination of a Material Definitive Agreement.**

Effective as of December 27, 2018, ASC Biosciences, Inc. (the "Company," now known as American Hemp Ventures, Inc. as described below), H.E.M.P Group LLC, a Colorado limited liability company doing business as H.E.M.P. Consulting Group LLC ("HEMP Consulting"), and LTC Farms LLC, a Colorado limited liability company ("LTC Farms," together with HEMP Consulting collectively the "Target Companies" and each a "Target Company") entered into an Agreement for Share Exchange (the "Share Exchange Agreement"), pursuant to which the following would occur:

- (i) The Company would acquire all of the outstanding membership interests in the Target Companies and the Target Companies would become the wholly owned subsidiaries of the Company (the "Share Exchange");
- (ii) The Target Companies would pay the Company or its assignees \$183,333.00 (the "Cash Consideration");
- (iii) The Company would issue the owners of the Target Companies (the "New Shareholders") 13,944,792 shares of Company common stock (the "Shares");
- (iv) An equivalent number of outstanding shares of Company common stock (13,944,792 shares) would be cancelled (the "Cancelled Shares");
- (v) The Company's officers and directors prior to closing would resign; and
- (vi) Designees of the Target Companies would be appointed as officers and directors of the Company.

Effective as of December 28, 2018, (i) the Share Exchange closed; (ii) the Target Companies became wholly owned subsidiaries of Company; (iii) Neville Pearson, Howard Letovsky and C.W. Gilluly resigned as officers and directors of the Company; (iv) S. Mark Spooone was appointed as President, CEO and a director the Company, John Yoo Lee was appointed as a director of the Company, Jiun Haw Chang was appointed as a director the Company, and Neville Pearson was appointed as interim CFO of the Company; and (v) the Cash Consideration was paid by the Target Companies to the Company and distributed as follows: \$25,000 was paid to Neville Pearson, \$16,666.67 was paid to C.W. Gilluly, \$16,666.67 was paid to Financial Logistics LLC, and \$125,000 was paid to Mac Feege Holdings, Inc. On or about January 4, 2019, the Cancelled Shares were cancelled, and the Company issued the Shares to the following shareholders (the "Shareholders") as follows: 6,135,708 were issued to John Yoo Lee, 6,135,708 shares were issued to Jiun Haw Chang, and 1,673,376 shares were issued to S. Mark Spooone. Accordingly, immediately prior the Share Exchange, approximately 16,061,560 shares of Company common stock were considered outstanding, and immediately following the Share Exchange, approximately 16,061,560 shares of Company common stock were still considered outstanding.

As a result of the Share Exchange, the Company is now engaged in the business of the Target Companies. The Company's mission is to become a broadly integrated "seed-to-sale" hemp operation that starts on the farm and delivers to the table top.

Through years of hands on experience working with cannabis plants, the Company's subsidiaries and management have developed deep expertise in hemp-growing techniques and have developed three proprietary hybrid hemp seeds, as well as a proprietary process to feminize hemp seed thereby increasing yields by nearly 100%. The Company's operations are focused on sales of hemp seed, hemp bio mass and CBD distillate, as well as providing consulting services and generating royalties from consulting clients. With the passing of the Farm Bill on December 9, 2018, which legalized the growing of hemp as an agricultural commodity, the industry is poised for an explosion as new supply chains develop and researchers discover additional uses for hemp in its many forms.

#### **Completion of Acquisition or Disposition of Assets.**

The disclosure above regarding the closing of the Share Exchange is incorporated by reference herein.

#### **Sales of Equity Securities.**

The disclosure above regarding the issuance of the Shares is incorporated by reference herein. The Shares were issued pursuant to exemptions from registration requirements relying on Section 4(a)(2) of the Securities Act of 1933 and upon Rule 506(b) of Regulation D of the Securities Act of 1933 as there was no general solicitation, and the transactions did not involve a public offering.

#### **Changes in Control of Issuer.**

The disclosure above regarding the cancellation of the Cancelled Shares and the issuance of the Shares is incorporated by reference herein. The cancellation of the Cancelled Shares and the issuance of the Shares to the Shareholders constituted a change of control as the Shares constitute approximately 86.8% of the outstanding shares of the Company.

#### **Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

In connection with the Share Exchange and as of December 28, 2018, Neville Pearson resigned as President, CFO and Director, C.W. Gilluly resigned as Secretary and Director, and Howard Letovsky resigned as Director, and the following individuals were appointed to the following positions with the Company:

<b>Name</b>	<b>Age</b>	<b>Position</b>
S. Mark Spooone	53	CEO, President & Director
Neville Pearson	74	Interim CFO
John Yoo Lee	41	Director
Jiun Haw Chang	48	Director

The following summarizes the background of each such executive officer and appointed director.

#### **S. Mark Spooone**

Mr. Spooone has over 12 years in sales and operational leadership roles in the Fortune 1000 marketplace, with corporate experience in marketing, sales, large account management and channels/alliances working with Cambridge Technology Partners, CSC Consulting, Oracle, and Siebel Systems. In those roles, Mr. Spooone managed 8 figure P&Ls, created company-wide sales and channel management systems, drove enterprise wide technology, management and strategic consulting solutions with companies like Chrysler, Amex, and Bank of America. Mr. Spooone also spent approximately 22 years developing a real estate investment portfolio in commercial and multi-family properties that included over 370,000 sf commercial space and 800+ residential units. Mr. Spooone created Green Office Now to recapture used ink and toner cartridges from various state municipalities for remanufacturing in state prisons to create manufacturing skills for inmates and reduce landfill waste. Mr. Spooone was one of the founders of the 3 original Founding Board Members of National Hemp Association, and created CannaLife USA, Ltd, which was the first American hemp beverage company.

#### **John Yoo Lee**

Mr. Lee spent 10 years involved in the cultivation of legal cannabis. From 2010-2016, he established the second largest retail hydroponic chain in the United States. In 2017, he started LTC Farms with Mr. Chang, which it had 2,000,000 seeds for approximately \$1.4 million in its first harvest. In 2018, he started H.E.M.P. Consulting Group with Mr. Chang, providing cannabis cultivation consultation services to over 20 contracted farms.

#### **Jiun Haw Chang**

In 1991, Mr. Change started his career in the restaurant industry. In 1996, he opened and operated six restaurants and two well-known wine and spirit establishments. In 2017, he co-founded LTC Farms with Mr. Lee, and in 2018, he co-founded H.E.M.P. Consulting Group.

### **Neville Pearson F.C.C.A.**

Mr. Pearson currently serves as Interim Chief Financial Officer for the Company, and served as CEO, CFO and as a Director of it from May 2015 through December 27, 2018, prior to the closing of the Share Exchange. Mr. Pearson was a Founder of ASC Biosciences and managed the transition of Nevis Capital Corporation, a shell company purchased out of Bankruptcy Court, through the regulatory processes for conversion to ASC Biosciences, Inc., a development stage biotech company with a patented stem platform licensed from New York Medical College. Mr. Pearson revived the company's suspended status on the OTC Pink Open Market, introduced quarterly Financial Statements to SEC standards, and instituted annual and quarterly audit reports in preparation for the instituting of full SEC Reporting standards.

Mr. Pearson gained over 45 years of financial and operational management experience with leading multinational corporations, such as John Mowlem & Co. PLC of London (by appointment to her Majesty the Queen) where, as Chief Accountant for the UK Construction Division, he was responsible for the financial management of more than 100 building and civil engineering projects, including the NatWest Tower in the City of London Financial District, the London City Airport, built in the East London Docklands area, as well as several thousand new homes in the "New Town" of Milton Keynes in Buckinghamshire.

Prior to this, Mr. Pearson held the position of Financial Controller for the East Africa region for the Mowlem Group, based in Nairobi, Kenya, where the Mowlem Construction Company was engaged in many large civil engineering projects. As a regional Director, Mr. Pearson set up and managed semi-autonomous subsidiaries in Kenya, Tanzania, Zanzibar, Somalia, Ethiopia, Uganda and Sudan.

During almost a decade spent in East and Central Africa, Mr. Pearson also held senior financial management and accounting positions with Nchanga Consolidated Copper Mines in Kitwe Zambia (a subsidiary of the Anglo American Mining Company of South Africa), and the commercial vehicle division of Mercedes-Benz based in Lusaka, Zambia, a subsidiary of the conglomerate Lonrho Group PLC.

Mr. Pearson transferred from London to Beverly Hills in 1983 as Controller for British & Continental Development Corporation, a subsidiary of Burnett & Hallamshire, PLC. The Company was engaged in the acquisition and development of prime properties in Beverly Hills and the Westside of Los Angeles.

From 1988 through 1992, as Chief Financial Officer for Los Alisos Development Corporation in Orange County California, Mr. Pearson was instrumental in obtaining the entitlements to develop a 400 acre business park, "Pacific Commercentre" in Lake Forest, California.

From 1992 through 2010, Mr. Pearson was the Executive Vice President of American Realty Capital Advisors, a national real estate development capital placement firm, and CFO of several large and prestigious commercial and residential development companies in Southern California.

Mr. Pearson, who holds dual citizenship, is originally from Great Britain, and is a Fellow of the internationally recognized Association of Chartered Certified Accountants (ACCA) – one of only two U.K. professional accounting bodies authorized to audit the books of public corporations. Mr. Pearson also holds a California Real Estate Broker's License, and is enrolled to practice before the Internal Revenue Service. Mr. Pearson, a native of Yorkshire, England, was educated at the Dewsbury Wheelwright Grammar School for Boys and the Foulks Lynch Accounting College in London.

The terms of the employment of the Company's newly appointed officers and directors have not yet been finalized.

### **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 15, 2019, the Company changed its name from "ASC Biosciences, Inc." to "American Hemp Ventures, Inc." by filing Articles of Merger merging a newly formed Nevada subsidiary, ASC Biosciences Name Change Subsidiary, Inc., into the Company as permitted by Section 92A.180(5) of the Nevada Revised Statutes. On January 17, 2019, the Company filed an *Issuer Company-Related Action Notification Form* with FINRA regarding this name change.

## SIGNATURES

The Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ASC BIOSCIENCES, INC.**

(Issuer)

Date: January 18, 2019

By: /s/ Mark Spooone  
Name: Mark Spooone  
Title: President & CEO