

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NUMBER ONE

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **December 9, 2020**

LEXARIA BIOSCIENCE CORP.

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-52138 (Commission File Number)	20-2000871 (IRS Employer Identification No.)
100 – 740 McCurdy Road, Kelowna, BC Canada (Address of principal executive offices)		V1X 2P7 (Zip Code)

Registrant's telephone number, including area code **(250) 765-6424**

N/A

(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))

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.

This amendment is being filed to amend and restate the Current Report on Form 8-K filed on December 10, 2020 in order to include pro forma financial statements to reflect the value added for the disposition of the Lexaria CanPharm ULC assets reported in the Current Report. Pro forma financial statements were prepared for the disposition of the Lexaria CanPharm ULC assets and filed with Lexaria Bioscience Corp.'s S-1 Registration Statement on November 19, 2020.

Item Completion of Acquisition or Disposition of Assets

2.01

On November 18, 2020, as reported via a Form 8-K under Item 1.01 – Entry into a Material Agreement on November 19, 2020, Lexaria Bioscience Corp. (“Lexaria”) via its subsidiary Lexaria CanPharm ULC (“CanPharm”), entered into an asset purchase agreement (the “APA”) for the sale of CanPharm’s rights as licensee and licensor to the use and sublicense of Lexaria’s DehydraTECH Technology (the “Asset Sale”) in association with products containing 0.3% or greater tetrahydrocannabinol (“THC”) with Hill Street Beverage Company Inc. (“Hill Street”), a non-related third party corporation incorporated under the laws of Ontario, Canada.

The closing of the Asset Sale was effected on December 9, 2020 whereby CanPharm assigned to Hill Street its rights, as licensee, to the license issued by Lexaria for the use of the DehydraTECH Technology in connection with products containing 0.3% or more THC and its rights, as licensor, to the third party licenses whereby CanPharm had sublicensed the use of DehydraTECH. In addition to the assignment of these rights, CanPharm has also agreed to provide Hill Street with technical and marketing support services.

As consideration for the Asset Sale, Hill Street has issued CanPharm the following: (i) CDN\$350,000; (ii) 6,031,363 common shares in its authorized share capital issued at a price of CDN\$0.0829 per share and bearing a four month + 1 day hold legend; (iii) a promissory note in the principal amount of CDN\$2,000,000 and bearing interest at a rate of 10% per annum; (iv) a limited license to use DehydraTECH outside of Canada and the US with certain products containing 0.3% or greater THC; and (v) the future issuance of common shares over a 16 month period and equal in value to CDN\$1,000,000.

Item Financial Statements and Exhibits

9.01

[99.1 Press Release dated December 10, 2020](#)

[99.2 Pro Forma Financial Statements of Lexaria Bioscience Corp.](#)

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 hereunto duly authorized.

LEXARIA BIOSCIENCE CORP.

/s/ Chris Bunka

Chris Bunka

CEO, Principal Executive Officer

Date: December 31, 2020

Lexaria Closes Sale of Non-Pharmaceutical THC-Related Assets

Asset Sale in Preparation for Potential US National Securities Exchange Listing

Kelowna, British Columbia, December 10, 2020 – Lexaria Bioscience Corp. (OTCQX: LXR) (CSE: LXX) (the “Company” or “Lexaria”), a global innovator in drug delivery platforms, announces that it has closed the sale of its non-pharmaceutical THC-related assets (“the Assets”) held within Lexaria Canpharm ULC, a Lexaria wholly-owned subsidiary, to Hill Street Beverage Company Inc. (“Hill Street”) (TSXV: BEER) as first announced on November 19, 2020.

The total agreed-upon purchase price for the Assets is \$3,850,000. Lexaria has received \$350,000 in cash (all prices in CDN\$), 6,031,363 restricted common shares of Hill Street at a deemed price of \$0.0829 per share as the first required equity-based payment, a promissory note having a principal amount of \$2,000,000 and bearing interest at the rate of 10% per annum, and a limited license to use the DehydraTECH™ technology outside of Canada and the US for certain non-pharmaceutical, therapeutic and medicinal products that contain 0.3% or greater THC. Pursuant to the terms of the transaction, Lexaria will receive another \$1,000,000 worth of common shares of Hill Street over the next sixteen months.

Lexaria retains ownership of the DehydraTECH technology (which Hill Street has acquired the right to use and sublicense for THC-related purposes) and all pharmaceutical applications of THC and other psychoactive cannabinoids. This transaction has no relevance on Lexaria’s separate CBD business nor any other Lexaria business division.

Hill Street intends to begin commercializing the intellectual property immediately through both licensing and B2B sales, as well as utilize Lexaria’s proprietary DehydraTECH process in its own brands while continuing to work with the existing THC licensee contracts it has now assumed from Lexaria. “We believe this acquisition positions us to become both the taste and experience leader in Cannabis 2.0 products,” said Terry Donnelly, Chairman and CEO of Hill Street.

“We can’t wait to see what Hill Street has up their sleeves with the full power of DehydraTECH supporting them,” said Chris Bunka, Chairman and CEO of Lexaria. “Lexaria is actively preparing to focus on working with global leaders in the delivery of drugs and active ingredients for treatment of conditions such as hypertension and viral diseases, together with its ongoing programs to develop superior non-combusted, oral forms of nicotine.”

The Asset sale was one of the larger objectives necessary to be met as Lexaria seeks to list its securities on a national US securities exchange, and Lexaria will report on developments related to that objective as they unfold.

About Lexaria

Lexaria Bioscience Corp.'s (OTCQX: LXRP, CSE: LXX) proprietary drug delivery technology, DehydraTECH™, improves the way active pharmaceutical ingredients (APIs) enter the bloodstream by promoting healthier oral ingestion methods and increasing the effectiveness of fat-soluble active molecules, thereby lowering overall dosing. The Company's technology can be applied to many different ingestible product formats, including foods, beverages, oral suspensions, tablets, and capsules. DehydraTECH has repeatedly demonstrated since 2016 with cannabinoids and nicotine the ability to increase bio-absorption by up to 5-10x, reduce time of onset from 1 - 2 hours to minutes, and mask unwanted tastes; and is planned to be further evaluated for orally administered bioactive molecules, including anti-virals, cannabinoids, vitamins, non-steroidal anti-inflammatory drugs (NSAIDs), and nicotine. Lexaria has licensed DehydraTECH to multiple companies including a world-leading tobacco producer for the development of smokeless, oral-based nicotine products and for use in industries that produce cannabinoid beverages, edibles, and oral products. Lexaria operates a licensed in-house research laboratory and holds a robust intellectual property portfolio with 18 patents granted and approximately 60 patents pending worldwide. For more information, please visit www.lexariabioscience.com.

About Hill Street Beverage Company Inc. (TSX-V:BEER)

Hill Street Beverage Company is a leading and award-winning company focused on alcohol-free beer, wine, and adult-format beverages. Hill Street's brands include Hill Street Craft Brewed Lager, Vin(Zero) and Vintense wines, and have won numerous medals and accolades around the world. Hill Avenue Cannabis, the Company's wholly owned subsidiary, will produce and sell cannabis-infused adult beverages and other cannabis products with expected distribution at licensed outlets in 2020. Check out Hill Street's award-winning line-up and order product to be delivered straight to your home at www.hillstreetbeverages.com.

INVESTOR CONTACT:

ir@lexariabioscience.com

Phone: 866-221-3341

FORWARD-LOOKING STATEMENTS

This press release includes forward-looking statements. Statements as such term is defined under applicable securities laws. These statements may be identified by words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will," and other similar expressions. Such forward-looking statements in this press release include, but are not limited to, statements by the company relating the Company's ability to achieve a national securities exchange listing and the impact on the Company, as well as the Company's ability to carry out the hypertension, antiviral and pharmaceutical research initiatives, receive regulatory approvals or experience positive effects from any antiviral research or study. Such forward-looking statements are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that the Company will actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements. As such, you should not place undue reliance on these forward-looking statements. Factors which could cause actual results to differ materially from those estimated by the Company include, but are not limited to, government regulation and regulatory approvals, managing and maintaining growth, the effect of adverse publicity, litigation, competition, scientific discovery, the patent application and approval process, potential adverse effects arising from the testing or use of products utilizing the DehydraTECH technology, the Company's ability to maintain existing collaborations and realize the benefits thereof, and other factors which may be identified from time to time in the Company's public announcements and periodic filings with the US Securities and Exchange Commission on EDGAR. There is no assurance that existing capital is sufficient for the Company's needs or that it will be able to raise additional capital. There is no assurance the Company will be capable of developing, marketing, licensing, or selling products containing any active ingredient. There is no assurance that any planned corporate activity, scientific research or study, business venture, letter of intent, technology licensing pursuit, patent application or allowance, consumer study, or any initiative will be pursued, or if pursued, will be successful. There is no assurance that any of Lexaria's postulated uses, benefits, or advantages for the patented and patent-pending technology will in fact be realized in any manner or in any part. No statement herein has been evaluated by the Food and Drug Administration (FDA). Lexaria-associated products are not intended to diagnose, treat, cure or prevent any disease.

Any forward-looking statements contained in this release speak only as of the date hereof, and the Company expressly disclaims any obligation to update any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise, except as otherwise required by law.

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

LEXARIA BIOSCIENCE CORP.
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET

	As Reported (a) August 31 2020 (Audited)	Pro Forma Adjustments	Notes	Pro Forma August 31 2020 (Unaudited)
ASSETS				
Current				
Cash and cash equivalents	\$ 1,293,749	\$ 268,380	(1)	\$ 1,562,129
Marketable securities	19,321	383,400	(1)	402,721
Accounts receivable	313,925	278,400	(1),(2)	592,325
Other current assets	116,871			116,871
Prepaid expenses and deposit	182,095			182,095
Current assets from discontinued operations		105,250	(2)	105,250
Total Current Assets	<u>1,925,961</u>			<u>2,961,391</u>
Non-current assets, net				
Intellectual property	292,000			292,000
Lease right of use	126,920			126,920
Long Term Receivable	-	383,400	(1)	383,400
Property & equipment	483,357			483,357
Total Non-Current Assets	<u>902,277</u>			<u>1,285,677</u>
TOTAL ASSETS	<u>\$ 2,828,238</u>			<u>\$ 4,247,068</u>
LIABILITIES				
Current				
Accounts payable and accrued liabilities	\$ 86,920	\$ 22,119	(1)	\$ 109,039
Deferred revenue	44,255			44,255
Due to related party	58,704			58,704
Lease current	36,038			36,038
Liabilities from discontinued operations		250	(2)	250
Total Current Liabilities	<u>225,917</u>			<u>248,286</u>
Long Term				
Lease long term	89,393			89,393
Loan payable	30,670			30,670
Total Long Term Liabilities	<u>120,063</u>			<u>120,063</u>
TOTAL LIABILITIES	<u>345,980</u>			<u>368,349</u>
STOCKHOLDERS' EQUITY				
Share Capital	90,044			90,044
Additional paid-in capital	30,237,355			30,237,355
Deficit	(27,802,198)	1,396,461	(1)	(26,405,737)
Equity attributable to shareholders of the Company	2,525,201			3,921,662
Non-Controlling Interest	(42,943)			(42,943)
Total Stockholders' Equity	<u>2,482,258</u>			<u>3,878,719</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 2,828,238</u>			<u>\$ 4,247,068</u>

(a) As reported in the Company's 10-K for the fiscal year ended August 31, 2020, as filed on October 15, 2020.

LEXARIA BIOSCIENCE CORP.
UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET

	As Reported (b) August 31 2019 (Audited)	Pro Forma Adjustments	Notes	Pro Forma August 31 2019 (Unaudited)
ASSETS				
Current				
Cash and cash equivalents	\$ 1,285,147			\$ 1,285,147
Marketable securities	64,214			64,214
Accounts receivable	273,145	(81,000)	(2)	192,145
Other current assets	127,396			127,396
Prepaid expenses and deposit	68,927			68,927
Current assets from discontinued operations		81,000	(2)	81,000
Total Current Assets	1,818,829			1,818,829
Non-current assets, net				
Intellectual property	265,127			265,127
Property & equipment	591,263			591,263
Total Non-Current Assets	856,390			856,390
TOTAL ASSETS	\$ 2,675,219			\$ 2,675,219
LIABILITIES				
Current				
Accounts payable and accrued liabilities	\$ 136,411	\$ (320)	(2)	\$ 136,091
Due to related party	48,096			48,096
Liabilities from discontinued operations		320	(2)	320
Total Current Liabilities	184,507			184,507
TOTAL LIABILITIES	184,507			184,507
STOCKHOLDERS' EQUITY				
Share Capital	78,787			78,787
Additional paid-in capital	26,172,453			26,172,453
Deficit	(23,868,202)			(23,868,202)
Equity attributable to shareholders of the Company	2,383,038			2,383,038
Non-Controlling Interest	107,674			107,674
Total Stockholders' Equity	2,490,712			2,490,712
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,675,219			\$ 2,675,219

(b) As reported on the Company's 10-K for August 31, 2019 filed on November 14, 2019.

LEXARIA BIOSCIENCE CORP.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in U.S. Dollars, except number of shares)

	As Reported (a) August 31 2020 (Audited)	Pro Forma Adjustments	Notes	Pro Forma August 31 2020 (Unaudited)
Revenue	\$ 384,543	\$ (156,750)	(2)	\$ 227,793
Cost of Goods Sold	99,378			99,378
Gross profit	285,165			128,415
Expenses				
Accounting and audit	78,650			78,650
Depreciation and amortization	112,750			112,750
Advertising and promotions	204,277	(45,605)	(2)	158,672
Bad debt	50,000	(25,000)	(2)	25,000
Consulting	2,193,076			2,193,076
Investor relation	184,277			184,277
Legal and professional	371,844			371,844
Office and miscellaneous	292,880	12,978	(2)	305,858
Research and development	387,074			387,074
Travel	47,336	(672)	(2)	46,664
Wages and salaries	401,283			401,283
Loss on disposal of marketable securities	18,198			18,198
Unrealized (gain)/loss on marketable securities	19,893			19,893
Inventory writeoff	8,240			8,240
	<u>4,369,778</u>			<u>4,311,479</u>
Net loss from continuing operations	(4,084,613)			(4,183,064)
Discontinued operations				
Income from operations discontinued	-	98,451	(2)	98,451
Gain on disposal	-	1,396,461	(1)	1,396,461
Gain on discontinued operations	-			1,494,912
Net loss and comprehensive loss for the period	\$ (4,084,613)			\$ (2,688,152)
Net loss and comprehensive loss attributable to:				
Common shareholders	\$ (3,933,996)			\$ (2,537,535)
Non-controlling interest	\$ (150,617)			\$ (150,617)
Basic and diluted loss per share				
Continuing operations	\$ (0.05)			\$ (0.05)
Discontinued	\$ -			\$ 0.02
Total	<u>\$ (0.05)</u>			<u>\$ (0.03)</u>
Weighted average number of common shares outstanding				
- Basic and diluted	<u>83,201,271</u>			<u>83,201,271</u>

(a) As reported in the Company's 10-K for the fiscal year ended August 31, 2020, as filed on October 15, 2020.

LEXARIA BIOSCIENCE CORP.
UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in U.S. Dollars, except number of shares)

	As Reported (b) August 31 2019 (Audited)	Pro Forma Adjustments	Notes	Pro Forma August 31 2019 (Unaudited)
Revenue	\$ 222,610	\$ (91,000)	(2)	\$ 131,610
Cost of Goods Sold	22,893			22,893
Gross profit	199,717			108,717
Expenses				
Accounting and audit	77,388			77,388
Depreciation and amortization	60,550			60,550
Advertising and promotions	515,360	(1,098)	(2)	514,262
Bad debt	75,000			75,000
Consulting	1,444,735			1,444,735
Investor relation	203,893			203,893
Legal and professional	670,863			670,863
Office and miscellaneous	297,209	(14,226)	(2)	282,983
Research and development	555,730			555,730
Travel	100,587			100,587
Wages and salaries	333,199			333,199
Loss on disposal of marketable securities	-			-
Unrealized (gain)/loss on marketable securities	16,434			16,434
Inventory writeoff	7,182			7,182
	<u>4,358,130</u>			<u>4,342,806</u>
Net loss from continuing operations	(4,158,413)			(4,234,089)
Discontinued operations				
Income from operations discontinued	-	75,676	(2)	75,676
Gain on disposal	-			-
Gain on discontinued operations	-			75,676
Net loss and comprehensive loss for the period	\$ (4,158,413)			\$ (4,158,413)
Net loss and comprehensive loss attributable to:				
Common shareholders	\$ (4,099,420)			\$ (4,099,420)
Non-controlling interest	\$ (58,993)			\$ (58,993)
Basic and diluted loss per share				
Continuing operations	\$ (0.05)			\$ (0.05)
Discontinued	\$ -			\$ -
Total	<u>\$ (0.05)</u>			<u>\$ (0.05)</u>
Weighted average number of common shares outstanding				
- Basic and diluted	<u>77,792,263</u>			<u>77,792,263</u>

(b) As reported on the Company's 10-K for August 31, 2019 filed on November 14, 2019.

LEXARIA BIOSCIENCE CORP.
NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

(1) Refers to the CanPharm Asset Sale, which occurred on November 18, 2020 and closed on December 9, 2020. As of the closing on December 9, 2020, the Company and CanPharm have no part or interest in those ongoing revenue streams from the license agreements. Pursuant to the CanPharm Asset Sale, CanPharm received CDN\$350,000 in cash at closing. Additionally, Hill Street has agreed to issue to CanPharm CDN\$1.5 million of Hill Street shares over 3 milestone tranches, of which 6,031,363 Hill Street Shares (valued at CDN\$500,000) were issued to CanPharm at closing, and a CDN\$2 million promissory note at closing included at its nominal value (\$NIL) that bears interest at 10% per annum and is repayable in quarterly installments based on 5% of Hill Street's gross revenues derived from products utilizing the intellectual property until fully paid.

(2) Adjustments identify the assets, liabilities, revenues and expenses for discontinued operations related to the assets sold in (1).