

**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 4, 2020**

STARCO BRANDS, INC.

(Exact name of Company as specified in its charter)

Nevada
(State or other jurisdiction
of Incorporation)

000-54892
(Commission File Number)

27-1781753
(IRS Employer
Identification Number)

**250 26th Street, Suite 200
Santa Monica, CA 90402**
(Address of principal executive offices)

818-260-9370
(Registrant's Telephone Number)

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 Instruction 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))

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 1.01 Entry into a Material Definitive Agreement

On June 4, 2020, the Board of Directors (the “Board”) of Starco Brands, Inc. (the “Company”) approved a Memorandum of Understanding (the “MOU”) by and between the Company, Alim Enterprises, LLC (“Alim”) and The Starco Group (“TSG”) in connection with the development and licensing of the Breathe Hand Sanitizer Spray. Alim is a company owned by Ross Sklar, the Chief Executive Officer of the Company. Alim owns the patent pending for the nitrogen propelled aerosol hand sanitizer and will receive a six percent license fee of the gross sales, minus freight, taxes and fees. The Company will receive a royalty on the sold units of the Breathe Hand Sanitizer Spray and Gel. The transaction will fall under the terms of the existing license agreement between the Company and TSG.

The foregoing disclosure and summary of the MOU set forth in this Item 1.01 does not purport to be complete and is qualified in its entirety by reference to the MOU which is filed as Exhibit 10.1 of the Current Report and is incorporated by reference herein.

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

On June 4, 2020, the Board held a meeting and voted to elect Darin Brown as a member of the Board. Mr. Brown does not earn any compensation as a member of the Board. The Company shall amend this filing to include this information when available. At the same meeting, Sanford Lang resigned from his position as Chairman of the Board but shall remain a member of the Board. Ross Sklar was elected Chairman of the Board. Further, Martin Goldrod resigned as Treasurer of the Company but shall remain a member of the Board and Secretary. The Treasurer position will remain vacant for now. At the same meeting, Ross Sklar resigned as President of the Company but will remain the Chief Executive Officer. The position of President will remain vacant for now. After this meeting, the Board agreed to appoint David Dreyer as the Executive Vice President of Marketing for the Company. Mr. Dreyer will not receive compensation for his role but is an existing shareholder of the Company.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements. Words such as “may,” “expect,” “believe,” “anticipate,” “estimate,” “project,” or “continue” or comparable terminology used in connection with any discussion of future events or operating results are forward-looking statements. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. All forward-looking statements reflect our present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

ITEM 9.01-FINANCIAL STATEMENTS AND EXHIBITS.

(D) Exhibits

Exhibit No. Description

[10.1- Memorandum of Understanding Regarding the Launch of Breathe Hand Sanitizer](#)

SIGNATURE

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

STARCO BRANDS, INC.

Dated: June 12, 2020

/s/ Ross Sklar

Ross Sklar

Chief Executive Officer

**MEMORANDUM OF UNDERSTANDING REGARDING THE LAUNCH OF BREATHE HAND SANITIZER**

On March 3rd 2020, Ross Sklar conceived the invention of a hand sanitizer in an aerosol can under a nitrogen propellant while dealing with a sourcing bottleneck at Blue Cross Labs (BCL). BCL in Santa Clarita, CA, a division of The Starco Group, is an at-scale manufacturer of personal care products and is prime in hand sanitizing manufacturing. Due to the Coronavirus, BCL was experiencing supply chain problems and couldn't procure enough bottles and caps to meet demand. This led Ross to the invention in question. After a 3rd party prior art intellectual property search, Ross's legal team concluded the invention is novel and the recommendation was to attempt to patent said invention. The patents filed were immediately placed into a separate company owned by Ross for asset protection and monetization. Initially this product was conceived to solve a problem for BCL and after much thought Ross determined that this product could be beneficial for Starco Brands. After further due diligence the team felt that this product could fit really well under the Breathe brand, owned by Starco Brands.

Currently, the goal is in April 2020, Starco Brands, utilizing The Starco Group's capabilities, will launch this new innovative product under the Breathe brand as the Breathe Hand Sanitizer Spray. At the same time, a Breathe Hand Sanitizer Gel will be launched that is not novel. These products will be manufactured by both BOV Solutions, a Starco Group division and FDA manufacturer in Statesville North Carolina and the gel will be made by BCL, again who has been in the hand sanitizer market for many years.

The intellectual property and patent pending of this nitrogen propelled aerosol hand sanitizer is currently owned by Alim Enterprises, LLC, a company owned by Ross Sklar outright. Alim Enterprises, LLC is willing to transferring the patent to Starco Brands, Inc. based on the structure outline below. The brand Breathe is owned by Starco Brands, Inc.

Upon the agreement of the board of directors of Starco Brands, this transaction would then fall in accordance with the existing License Agreement between The Starco Group and Starco Brands, Inc. and the following structure would be in place for all sales of the Breathe Hand Sanitizer Spray and Gel. Currently with the Breathe Cleaning aerosol line this is the same structure as outlined below. In that case Chase Products is paid a royalty for the technology and Four Star chemical manufactures the product with a 25% gross margin. Product is then sold by Four Star at a whole sale rate whereby Starco Brands is paid a royalty that consists of the delta between the manufacturer selling price and the wholesale price.

Breathe Hand Sanitizer Spray & Gel:

- BOV Solutions will earn a 25% Gross Margin for manufacturing each aerosol unit sold.
- Blue Cross Laboratories will earn a 25% Gross Margin for manufacturing each gel unit sold.
- Ross Sklar will receive an 6% license fee, of the Manufactured Sales Price, that will be part of the cost of goods for each unit of Breathe Hand Sanitizer Spray sold.
- Starco Brands, Inc. will receive a royalty consisting of the delta between the manufacturers selling price and the wholesale selling price of each unit sold.

An example of this cost model is attached to this memorandum. If you have any questions or concerns please feel free to reach out at 323-266-7111 or at dbrown@thestarcogroup.com

Regards,

Darin Brown
EVP, The Starco Group

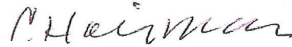


THE STARCO GROUP

MEMORANDUM OF UNDERSTANDING REGARDING THE LAUNCH OF BREATHE HAND SANITIZER

This MOU is agreed to by the undersigned parties:

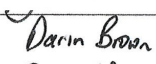

Starco Brands, Inc.




Alim Enterprises, LLC

- President

The Starco Group



Darin Brown
Exec. VP