

**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): **January 5, 2023 (January 5, 2023)**

**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)  
**888-484-1908**  
(Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock	STCB	OTC Markets Group OTCQB tier

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

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## Item 7.01 Regulation FD Disclosure

On January 5, 2023, the Company issued a press release entitled “Starco Brands to Acquire Clean Beauty Brand Skylar.” The full text of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

### Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K and Exhibit 99.1 hereto contains certain statements that are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements included in this Current Report and Exhibit 99.1, other than statements that relate solely to historical fact, are “forward-looking statements.” Such statements include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events, or any statement that may relate to strategies, plans or objectives for, or potential results of, future operations, financial results, financial condition, business prospects, growth strategy or liquidity, and are based upon management’s current plans and beliefs or current estimates of future results or trends. Forward-looking statements can generally be identified by phrases such as “believes,” “expects,” “potential,” “continues,” “may,” “should,” “seeks,” “predicts,” “anticipates,” “intends,” “projects,” “estimates,” “plans,” “could,” “designed,” “should be” and other similar expressions that denote expectations of future or conditional events rather than statements of fact.

These forward-looking statements are subject to assumptions, risks and uncertainties that may change at any time, and readers are therefore cautioned that actual results could differ materially from those expressed in any forward-looking statements. The Company undertakes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this document are qualified in their entirety by this cautionary statement.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press release, dated January 5, 2023, titled, <a href="#">“Starco Brands to Acquire Clean Beauty Brand Skylar.”</a>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

**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: January 5, 2023

*/s/ Ross Sklar*

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Ross Sklar  
Chief Executive Officer

**Starco Brands to Acquire Clean Beauty Brand Skylar**

*Inventor of Consumer Products that 'Change Behavior' to Apply Winning Formula to Skylar's Pioneering Hypoallergenic and Safe for Sensitive Skin fragrance brand*

SANTA MONICA, Calif., Jan. 5, 2023 /PRNewswire/ -- Starco Brands (OTCQB: STCB), inventor of consumer products with behavior-changing technologies, has entered into a definitive agreement to acquire Skylar, maker of fragrances that are hypoallergenic and safe for sensitive skin.

"We are so happy to welcome Skylar to the Starco Brands family. Cat Chen and her team have done an incredible job pioneering and building a ground-breaking, clean, beautiful, premium, incredibly well-scented, and recyclable fragrance brand that most thought impossible just a few short years ago. With a strong retail, DTC and subscription business, we look forward to working with Cat and her team to take Skylar to the next level and build the next industry power brand," said Ross Sklar, Starco Brands' founder and CEO.

"At Starco Brands, we invent and commercialize products that change behavior and spark excitement. We look forward to building upon the clean fragrance platform to introduce new, breakthrough products. With strong partners like Sephora and Nordstrom by our side, we know Skylar is well positioned to be the future of fragrance," added Sklar.

California-inspired Skylar is a trailblazer in the clean fragrance space. With Eau de Parfums that have quickly attracted a loyal following, the company challenges the notoriously lenient disclosure requirements of the industry, by employing a strict ingredient policy with 100% transparency. Free of toxic chemicals and made with sustainable ingredients, Skylar is 100% vegan, cruelty-free, and hypoallergenic.

"I've always been attracted to the beauty of fragrance. When I found that my newborn daughter was allergic to traditional fragrance, I set out to create a line that was as safe as much as it was aspirational. I'm incredibly proud of the clean fragrance brand we've built, as we set out to completely disrupt the \$50B perfume market. I look forward to leveraging the Starco Brands infrastructure to continue that disruption and take the brand to new heights," said Skylar Founder Cat Chen.

Under terms of the deal, Skylar will operate as a separate business unit within Starco Brands, continuing to be led by Cat Chen.

Skylar is yet another milestone for the company, as it continues on its path to invent and acquire behavior changing technologies and brands.

Starco Brands acquired Art of Sport, the athlete-inspired personal care brand co-founded by Kobe Bryant, in September 2022. The company has embarked on an aggressive growth plan, with 2023 seeing Art of Sport launch a number of products and expand into new consumer categories.

In December 2021, Starco Brands launched Whipshots, one of the most innovative products ever to hit the spirits industry. Hailed as one of the year's most significant consumer product launches, the vodka-infused whipped cream combines delectable flavors, cutting-edge creative direction, and a world-class celebrity and influencer partnership with global artist Cardi B.

Proskauer Rose LLP represented Starco Brands in the transaction. Russ August & Kabat represented Skylar in the transaction. Lincoln International acted as financial advisor to Skylar.

**About Skylar**

Founded in April 2017 by Taiwanese American, Cat Chen after her infant daughter experienced allergic reactions to her everyday fragrance. Skylar is creating a whole new world of clean fragrance with dreamy nature-inspired scents that are hypoallergenic, safe for sensitive skin, vegan, and cruelty-free. Skylar's mission is to make everyone feel beautiful, confident, and safe in their own skin.

**About Starco Brands**

Starco Brands (OTCQB: STCB) invents consumer products with behavior-changing technologies that spark excitement in the everyday. Today, its disruptive brands include: Whipshots, bringing the fun back to a stagnant alcohol category with the only alcohol-infused whipped cream in the market; Art of Sport, a premium body care brand designed for athletes; Breathe, the first-ever air-powered aerosol cleaning line that meets the Environmental Protection Agency's Safer Choice criteria; and Winona Popcorn Spray, bringing home the movie-going experience with the first indulgent theater-popcorn taste powered by air. A modern-day invention factory to its core, Starco Brands identifies whitespaces across consumer product categories. It draws upon a portfolio of innovative formulas and commercial manufacturing facilities spanning 8 product categories with limitless innovation potential. Starco Brands publicly trades on the OTCQB stock exchange, so retail investors can invest in STCB alongside accredited individuals and institutions. Visit [www.starcobrands.com](http://www.starcobrands.com) for more information.

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