

**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): **February 22, 2023 (February 22, 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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

Item 7.01 Regulation FD Disclosure

On February 22, 2023, the Company issued a press release entitled "Starco Brands Acquires Complete Nutrition Pioneer Soylent." 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated February 22, 2023, titled "Starco Brands Acquires Complete Nutrition Pioneer Soylent."
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, Starco has duly caused this report to be signed on its behalf by the undersigned hereunto duly

authorized.

STARCO BRANDS, INC.

Dated: February 22, 2023

/s/ Ross Sklar

Ross Sklar
Chief Executive Officer

Starco Brands Acquires Complete Nutrition Pioneer Soylent

SANTA MONICA, Calif., February 22, 2023 — Starco Brands, Inc. (OTCQB: STCB), inventor of consumer products with behavior-changing technologies, announced today the acquisition of Soylent Nutrition, Inc., which pioneered the plant-based “complete nutrition” and “functional food” categories. Under the terms of the transaction, Soylent will operate as a separate business unit under the Starco Brands umbrella and continue to be led by Soylent CEO Demir Vangelov.

“Soylent is one of those rare brands that successfully transitioned from Silicon Valley tech start-up to mainstream with mass distribution, thanks to Demir and his team’s operational execution and a global mission to improve human health and nutrition,” said Starco Brands CEO Ross Sklar. “When combined with Starco Brands’ portfolio of formulas, access to commercial manufacturing facilities, and disruptive marketing, Soylent’s potential to grow its base and expand in adjacent category whitespaces will be game-changing.”

“Starco Brands shares our vision of a world where every person can afford and access all the nutrition and calories they need,” said Vangelov. “As global food insecurity increases due to climate change, supply chain shocks, and geopolitical conflict, we are confident that this partnership can accelerate our global scaleup and get our products to everyone on Earth who needs and deserves affordable, complete nutrition.”

Founded in 2013 in San Francisco, Soylent ignited the “biohacking” trend with technology workers and gamers. Soylent quickly became the industry standard for the emerging complete nutrition category, developing a lineup of plant-based convenience shakes, powders and bars that contain proteins, healthy fats, functional amino acids and essential nutrients. Today it enjoys mass-market awareness with sales at Walmart, Target, Publix and other leading retailers. Soylent’s investors include Andreessen Horowitz, GV, The Production Board, and other Silicon Valley investors.

The acquisition of Soylent is a significant milestone for Starco Brands as it continues to invent and acquire behavior-changing technologies and brands. In December 2022, it acquired Skylar Body, Inc., a pioneer and producer of aspirational and prestige hypoallergenic fragrances that are safe for sensitive skin. In September 2022, the company acquired The AOS Group, Inc. (“Art of Sport”), the athlete-inspired personal care brand co-founded by Kobe Bryant.

In December 2021, Starco Brands launched Whipshots, one of the most innovative products ever to hit the spirits industry. Hailed as one of the most significant consumer product launches, the vodka-infused whipped cream combines integrated manufacturing, 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. Mally Collective and Sheppard Mullin represented Soylent in the transaction.

About Soylent

Soylent, the original plant-based food technology company, is on a mission to deliver complete nutrition products that are good for the body and the planet. Made from sustainably grown plant-based ingredients, Soylent’s line of products is scientifically developed to provide the vitamins, minerals, fats, carbohydrates and protein that the body needs - all in convenient, affordable packages. Soylent’s innovative product line-up includes Complete Nutrition Powders and Ready-to-Drink shakes, 100-Calorie Snack Bars, High Protein Nutrition Shakes, and Energy boosting nutrition shakes. The company is headquartered in Los Angeles. To learn more about Soylent, please visit the brand website or social channels via [Facebook](#), [Twitter](#), [Instagram](#) or [LinkedIn](#).

About Starco Brands

Starco Brands (OTCQB: STCB) invents and acquires 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; Winona Popcorn Spray, bringing home the movie-going experience with the first indulgent theater-popcorn taste powered by air; and Skylar, a pioneer in hypoallergenic prestige fragrances. A modern-day invention factory to its core, Starco Brands identifies whitespaces across consumer product categories. It draws upon a portfolio of innovative formulas with access to commercial manufacturing facilities spanning 10 product categories with limitless innovation potential. Starco Brands publicly trades on the OTC stock exchange. Visit www.starcobrands.com for more information.

Forward-Looking Statements

Any statements in this press release about the Company’s future expectations, plans and prospects, including statements about our financing strategy, future operations, future financial position and results, market growth, new product launches and product growth, total revenue, as well as other statements containing the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would” and similar expressions, constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. The Company may not achieve the plans, intentions or expectations disclosed in the Company’s forward-looking statements, and you should not place undue reliance on the Company’s forward-looking statements. All forward-looking statements are subject to assumptions, risks and uncertainties that may change at any time. Therefore, readers are cautioned that actual results could differ materially from those expressed in 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. This cautionary statement entirely qualifies all forward-looking statements in this document.

Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements the Company make as a result of a variety of risks and uncertainties, including risks related to the Company’s estimates regarding the potential market opportunity for the Company’s current and future products and services, the impact of the COVID-19 pandemic, the competitive nature of the industries in which we conduct our business, general business and economic conditions, our ability to acquire suitable businesses, our ability to successfully launch new products and seize market share, the Company’s expectations regarding the Company’s sales, expenses, gross margins and other results of operations, and the other risks and uncertainties described in the “Risk Factors” sections of the Company’s public filings with the Securities and Exchange Commission on Form 10-K for the year ended December 31, 2021 and our subsequent interim reports on Form 10-Q and 8-K. Copies of our SEC filings are available on our website at www.starcobrands.com. In addition, the forward-looking statements included in this press release represent the Company’s views as of the date hereof. The Company anticipates that subsequent events and developments may cause the Company’s views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date after the date hereof.