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**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): August 29, 2018

KUSHCO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-55418
(Commission File Number)

46-5268202
(IRS Employer Identification No.)

11958 Monarch Street, Garden Grove, CA
(Address of principal executive offices)

92841
(Zip Code)

Registrant's telephone number, including area code: **(714) 243-4311**

Kush Bottles, Inc.
1800 Newport Circle
Santa Ana, CA 92705

(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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 29, 2018, KushCo Holdings, Inc. (formerly known as Kush Bottles, Inc.) (the “Company”) filed Amended and Restated Articles of Incorporation (the “Amended and Restated Charter”) with the Secretary of State for the State of Nevada. The Amended and Restated Charter changed the Company’s name from Kush Bottles, Inc. to KushCo Holdings, Inc., and made additional changes as described below. The Amended and Restated Charter became effective on September 1, 2018, and was approved by the Company’s stockholders at the Company’s 2018 Annual Meeting of Stockholders on May 8, 2018.

The Company’s common stock has been assigned a new CUSIP number of 50133S 103. The Company expects that the name change will be effective on the OTCQB Venture Market on September 4, 2018. The Company’s ticker symbol will continue to be “KSHB”.

Limitation of Liability and Indemnification

Article VII of the Amended and Restated Charter limits the liability of the Company’s directors and officers under certain circumstances. Article VII provides that no director or officer will be liable to the Company or its stockholders for any damages for breach of fiduciary duty as a director or officer, provided that the foregoing clause shall not apply to acts or omissions involving intentional misconduct, fraud or a knowing violation of the law or, only in the case of directors, the payment of dividends in violation of the Nevada Revised Statutes. If the Nevada Revised Statutes are amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer to the Company will be limited to the fullest extent permitted by such amendments.

Article VII of the Amended and Restated Charter requires the Company to indemnify its directors, officers and certain other persons to the fullest extent permitted under Nevada law.

Effect of Future Amendments to or Repeal of Articles of Incorporation

Under the Amended and Restated Charter with respect to the limitation of liability of the Company’s directors and officers or indemnification of its directors, officers and certain other persons, any repeal or modification of such provisions will not adversely affect any right or protection existing at the time of the repeal or modification.

Corporate Purpose

The Amended and Restated Charter states that the Company may engage in any lawful activity for which a corporation may be organized under the Nevada Revised Statutes.

Description of Blank Check Preferred Authority

The Company’s Articles of Incorporation, as in effect prior to the Amended and Restated Charter, granted the Company’s Board of Directors (the “Board”) the authority to issue up to 10,000,000 shares of preferred stock in one or more series. For clarification purposes, the Amended and Restated Charter includes a detailed list of the terms of series of preferred stock that may be fixed by the Board, including voting rights, dividends, redemption provisions, sinking fund provisions, rights upon liquidation, the ability to convert into other securities, and other rights, qualifications, limitations or restrictions as the Board deems advisable and not inconsistent with the Amended and Restated Charter or the Nevada Revised Statutes.

Elimination of Series A Preferred Stock

The Amended and Restated Charter eliminates the designation of the Company's Series A Preferred Stock. The Company's Articles of Incorporation, as in effect prior to the Amended and Restated Charter, had designated 1,000,000 shares of preferred stock as Series A Preferred Stock, but no shares of that series were issued by the Company prior to the effective date of the Amended and Restated Charter.

Amendment of Charter

Consistent with the Nevada Revised Statutes, the Amended and Restated Charter states that all rights, preferences and privileges of stockholders, directors and other persons conferred by the Amended and Restated Charter are subject to the Company's right to amend, alter, change or repeal any provision in the Amended and Restated Charter and add or insert any other provision authorized by the Nevada Revised Statutes.

Perpetual Existence.

The Amended and Restated Charter includes a provision to clarify that the Company has a perpetual existence.

The foregoing summary of the Amended and Restated Charter does not purport to be complete, and is qualified in its entirety by reference to the full text of the Amended and Restated Charter, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On September 1, 2018, the Company moved its corporate headquarters from Santa Ana, California to Garden Grove, California. The address for the Company's new corporate headquarters is 11958 Monarch Street, Garden Grove, California 92841.

On September 4, 2018, the Company issued a press release announcing the name change effected by the Amended and Restated Charter and the Company's move to its new headquarters location. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation of KushCo Holdings, Inc.
99.1	Press Release of KushCo Holdings, Inc. dated as of September 4, 2018

SIGNATURE

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

September 4, 2018

(Date)

KUSH BOTTLES, INC.

(Registrant)

/s/ **Nicholas Kovacevich**

Nicholas Kovacevich
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

**Exhibit
Number**

Description of Exhibit

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99.1	Press Release of KushCo Holdings, Inc. dated as of September 4, 2018



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation
(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office: Kush Bottles, Inc.
2. The articles are: (mark only one box) Restated Amended and Restated
Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.
3. Indicate what changes have been made by checking the appropriate box:*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.

Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

4. Effective date and time of filing: (optional) Date: 09/01/2018 Time: 0:01 a.m.
(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 1-5-15

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KUSHCO HOLDINGS, INC.
(formerly Kush Bottles, Inc.)**

Pursuant to Section 78.403 of the Nevada Revised Statutes, Kush Bottles, Inc., a Nevada corporation, hereby amends and restates its Articles of Incorporation in their entirety as follows:

I. Corporate Name

The name of the Corporation is KushCo Holdings, Inc.

II. Resident Agent

The name and address of the registered agent is The Corporation Trust Company of Nevada, 701 S. Carson St., Suite 200, Carson City, Nevada 89701.

III. Corporate Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the provisions of Chapter 78 of the Nevada Revised Statutes.

IV. Capitalization

A. Authorized Shares.

The Corporation is authorized to issue two classes of shares, designated "Common Stock" and "Preferred Stock." The Corporation is authorized to issue in the aggregate (i) Two Hundred Sixty-Five Million (265,000,000) shares of its Common Stock having a par value of \$0.001 per shares and (ii) Ten Million (10,000,000) shares of its Preferred Stock having a par value of \$0.001 per share.

B. Fully Paid and Non-Assessable.

Any and all shares of stock issued by the Corporation, the fixed consideration for which has been paid or delivered, shall be deemed fully paid stock and such shares shall not be liable for any further call or assessment thereon, and the holders of such stock shall not be liable for any further assessments.

C. Preemptive Rights.

No holder of shares of the Corporation of any class shall be entitled as such, as a matter of right, whether preemptive, preferential or otherwise, to subscribe for, purchase or receive any shares of the Corporation of any class, or any securities convertible into, exchangeable for, or carrying a right or option to purchase its shares of any class, whether now or hereafter authorized and whether issued, sold or offered for sale by the Corporation for cash or other consideration or by way of dividend, split of shares or otherwise. This provision shall be interpreted to deny preemptive or preferential rights to the maximum extent permitted under Nevada law.

V. Preferred Stock

A. General.

Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors may determine. Each such series shall be given a distinguishing designation. All shares of any one series shall have preferences, limitations and relative rights identical with those of other shares of the same series and except to the extent otherwise provided in the description of such series, with those of other shares of Preferred Stock.

B. Powers and Rights of Preferred Stock.

Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the establishment and/or issuance of any series of Preferred Stock, the designation of such series and the preferences, limitations and relative rights of the shares of such series, including the following:

1. The distinctive designation and number of shares comprising such series, which number may (except as otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors;
2. The voting rights, if any which shares of the series shall have, which may be special, conditional, limited or otherwise;
3. The rate of dividends, if any, on the shares of the series, whether dividends shall be non-cumulative, cumulative to the extent earned, partially cumulative or cumulative (and, if cumulative, from which date to dates), whether dividends shall be payable in cash, property or rights, or in shares of the Corporation's capital stock, and the relative rights of priority, if any, of payment of dividends on shares of the series over shares of any other series or over the Common Stock;
4. Whether the shares of the series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, the event or events upon or after which they shall be redeemable, whether they shall be redeemable at the option of the Corporation, the stockholder or another person, the amount per share payable in case of redemption (which amount may vary under different conditions and at different redemption dates), whether such amount shall be a designated amount or an amount determined in accordance with a designated formula or by reference to extrinsic date or events and whether such amount shall be paid in cash, indebtedness, securities or other property or rights, including securities of any other corporation;
5. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms of the amounts payable into such sinking fund;
6. The rights to which the holders of the shares of the series shall be entitled in the event of voluntary or involuntary dissolution or liquidation of the Corporation, and the relative rights of priority, if any, of payment of shares of that series over shares of any other series or over the Common Stock in any such event;
7. Whether the shares of the series shall be convertible into or exchangeable for cash, shares of stock of any other class or any other series, indebtedness, or other property or rights, including securities of another corporation, and, if so, the terms and conditions of such conversion or exchange, including the rate or rates of conversion or exchange, and whether such rate shall be a designated amount or an amount determined in accordance with a designated formula or by reference to extrinsic date or events, the date or dates upon or after which they shall be convertible or exchangeable, the during for which they shall be convertible or exchangeable, the event or events upon or after which they shall be convertible or exchangeable, and whether they shall be convertible or exchangeable at the option of the Corporation, the stockholder or another person, and the method (if any) of adjusting the rate of conversion or exchange in the event of a stock split, stock dividend, combination of shares or similar event;
8. Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series; and

9. Any other preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not inconsistent with the provisions of this Article and the full extent now or hereafter permitted by the law of the State of Nevada.

VI. Board of Directors

A. Number of Directors.

The number of directors shall be fixed by, or in the manner provided in, the Bylaws.

B. Election of Directors.

Directors shall be elected by the vote of the holders of Common Stock as set forth in the Bylaws of the Corporation but subject to any designation of rights and preferences of any shares of Preferred Stock.

VII. Liability and Indemnification

A. Liability.

No director or officer of the Corporation shall be liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for:

1. acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law; or
2. in the case of directors, the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes.

If the Nevada Revised Statutes are hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Nevada Revised Statutes, as so amended.

B. Indemnification.

1. The Corporation will indemnify to the fullest extent permitted by law any person (the "Indemnitee") made or threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he or she is or was a director of the Corporation or is or was serving as a director, officer, employee or agent of another entity at the request of the Corporation or any predecessor of the Corporation against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements) that he or she incurs in connection with such action or proceeding.

2. The right to indemnification will inure whether or not the claim asserted is based on matters that predate the adoption of this Article VII, will continue as to an Indemnitee who has ceased to hold the position by virtue of which he or she was entitled to indemnification, and will inure to the benefit of his or her heirs and personal representatives.

3. The right to indemnification and to the advancement of expenses conferred by this Article VII are not exclusive of any other rights that an Indemnitee may have or acquire under any statute, bylaw, agreement, vote of stockholders or disinterested directors, the Amended and Restated Articles of Incorporation or otherwise.

4. The Corporation's obligation, if any, to indemnify or to advance expenses to any Indemnitee who was or is serving at the request as a director, officer employee or agent of another corporation, partnership, joint venture, trust, enterprise or other entity will be reduced by any amount such Indemnitee may collect as indemnification or advancement or expenses from such other entity.

5. The Corporation will, from time to time, reimburse or advance to any Indemnitee the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with defending any proceeding from which he or she is indemnified by the Corporation, in advance of the final disposition of such proceeding; provided that the Corporation has received the undertaking of such director or officer to repay any such amount so advanced if it is ultimately determined by a final and unappealable judicial decision that the director or officer is not entitled to be indemnified for such expenses.

Any repeal or modification of the foregoing provisions of this Article VII by the stockholders of the Corporation or of the indemnification provisions of the Bylaws by the Board of Directors or the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing prior to the date when such repeal or modification becomes effective.

VIII. Amendment of Articles of Incorporation

The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in the Articles of Incorporation and add or insert any other provision authorized by the laws of the State of Nevada in the manner now or hereafter prescribed by law. All rights, preferences or privileges of whatever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights now reserved in this Article.

IX. Existence

The Corporation shall have perpetual existence.

These Amended and Restated Articles of Incorporation of the Corporation have been approved by the unanimous vote of the Board of Directors of Kush Bottles, Inc. on March 9, 2018 and by 55.9% of the total voting power of the Corporation on May 8, 2018.

[Signature appears on following page]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of August 29, 2018.

KUSH BOTTLES, INC.

By: /s/ Nicholas Kovacevich

Name: Nicholas Kovacevich

Title: Chairman and Chief Executive Officer



Kush Bottles Officially Changes Name to KushCo Holdings, Inc.

Company Relocates Headquarters to an Expanded Location in Garden Grove, California

GARDEN GROVE, Calif., September 4, 2018 – **KushCo Holdings Inc.** (OTCQB: KSHB) (“KushCo” or the “Company”), the parent company of innovative cannabis industry leaders such as Kush Bottles, Kush Energy, The Hybrid Creative, and Koleto Packaging Solutions, which provide a range of services and products for the regulated cannabis, CBD and other related industries, announced today the relocation of the Company’s headquarters from Santa Ana, California, to Garden Grove, California, where the Company will encompass two buildings, increasing the square footage from 12,800 sq. ft to a combined 74,500 sq. ft. as part of the development of KushCo Holdings, Inc.

Effective at the beginning of the fiscal year, September 1, 2018, the Company has officially changed its name from Kush Bottles, Inc., to KushCo Holdings, Inc. The new name reflects the Company’s shift to a more diversified business model, which offers a broad range of ancillary products and services to cannabis and CBD businesses, including medical and adult-use retailers, growers, and producers in the cannabis industry, as well as targeting other applicable industries. The Company’s core packaging, supply, branding, vape, and gas sales will continue to operate under the Kush Bottles name on the existing distribution platform. The name change was approved by the Company’s stockholders at the Company’s 2018 annual meeting of stockholders held on May 8, 2018.

The new KushCo headquarters, located at 11958 Monarch Street, Garden Grove, CA consists of two buildings that operate as the Company’s core logistics hub as well as the Company headquarters. The site, totaling nearly 75,000 square feet, will serve as the primary shipping and warehousing facilities servicing the Company’s nationwide network of distribution centers. In addition, the new location houses KushCo’s printing and labeling operations which represent an investment of over \$1.5 million, in equipment and infrastructure to service the evolving needs of the Company’s customer base.

Rodrigo de Oliveira, Vice President of Operations, commented “We realize that our customers require world-class service to meet the needs of the rapidly evolving legal cannabis market in the U.S. Our new campus-like facilities will allow us to meet these needs utilizing a combination of operations best practices founded in GEMBA, Kaizen and 5-S. We will also rely on an increased level of automation to ensure service and quality requirements are met with a focus on continuous improvement in all facets of our business.”

Nick Kovacevich, KushCo’s CEO, stated “The evolution to KushCo Holdings is symbolic, as we migrate from our beginnings as solely a packaging provider to now a full-service provider of a wide array of ancillary needs - from ultra-pure hydrocarbon gases to vaping products, creative marketing services, as well as our core packaging roots. I am proud of our Company’s progress to date and we look forward to servicing all the needs of our valued customers for years to come.” Mr. Kovacevich continued, “The relocation to our new headquarters in Garden Grove is another significant milestone in our Company’s development. We are excited to have a location which reflects our maturation as a company in addition to providing a great environment for our team to continue to lead the transformation of the legal cannabis industry in the United States and abroad.”

To be added to the distribution list, please email ir@kushco.com with “Kush” in the subject line.

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About KushCo Holdings, Inc.

KushCo Holdings, Inc. (OTCQB: KSHB) is the parent company to a diverse group of business units that are transformative leaders in the cannabis, CBD and other related industries. KushCo Holdings' subsidiaries provide exceptional customer service, product quality, compliancy knowledge and a local presence in serving its diverse customer base.

KushCo Holdings' brands include Kush Bottles, a dynamic sales platform that is the nation's largest and most respected distributor of packaging, supplies, and accessories, Kush Energy, which provides ultra-pure hydrocarbon gases and solvents to the cannabis and CBD sector, Hybrid Creative, a premier creative design agency for cannabis and non-cannabis ventures, and Koleto Packaging Solutions, the research and development arm driving intellectual property development and acquisitions.

Founded in 2010, KushCo has now sold more than 1 billion units and regularly services more than 5,000 legally operated medical and adult-use dispensaries, growers, and producers across North America, South America, and Europe. KushCo Holdings subsidiaries maintain facilities in the five largest U.S. cannabis markets as well as having a local sales presence in every major U.S. cannabis market.

KushCo Holdings, Inc. strives to be the industry leader for responsible and compliant products and services in the legal cannabis and CBD industry. The Company has been featured in media nationwide, including [CNBC](#), [Los Angeles Times](#), [TheStreet.com](#), [Entrepreneur](#), and business magazine [Inc.](#) While KushCo Holdings services all facets of the cannabis and CBD industries, it has no direct involvement with the cannabis plant or any products that contain THC or CBD.

For more information, visit www.kushco.com or call (888)-920-5874.

Forward-Looking Statements

This press release may include predictions, estimates or other information that might be considered forward-looking within the meaning of applicable securities laws. While these forward-looking statements represent the Company's current judgments, they are subject to risks and uncertainties that could cause actual results to differ materially. You are cautioned not to place undue reliance on these forward-looking statements, which reflect the opinions of the Company's management only as of the date of this release. Please keep in mind that the Company is not obligating itself to revise or publicly release the results of any revision to these forward-looking statements in light of new information or future events. When used herein, words such as: "potential," "look forward," "expect," "believe," "dedicated," "building," or variations of such words and similar expressions are intended to identify forward-looking statements. Factors that could cause actual results to differ materially from those contemplated in any forward-looking statements made by the Company herein are often discussed in filings the Company makes with the United States Securities and Exchange Commission (SEC), available at: www.sec.gov, and on the Company's website, at: www.kushco.com.

KushCo Contacts

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