
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

June 22, 2018

22nd Century Group, Inc.
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

001-36338
(Commission File Number)

98-0468420
(I.R.S. Employer
Identification No.)

9530 Main Street
Clarence, New York
(Address of Principal Executive Office)

14031
(Zip Code)

Registrant's telephone number, including area code: **(716) 270-1523**

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 1.01 Entry into a Material Definitive Agreement.

On June 22, 2018, 22nd Century Group, Inc. (the "Company") entered into a Second Amendment (the "Amendment") to its existing License Agreement with North Carolina State University ("NCSU") under which the Company exclusively licensed several flue-cured and burley tobacco plant lines with Very Low Nicotine Content that are not genetically modified (non-GMO) plants. The Amendment provides for the Company to pay NCSU a total exclusive license fee of \$1,200,000, of which \$500,000 will be paid by the Company to NCSU within five business days after the execution of the Amendment, \$400,000 will be paid on the one-year anniversary of the execution of the Amendment, and \$300,000 will be paid on the two-year anniversary of the execution of the Amendment. The Company will also pay running royalties to NCSU based on a portion of the net sales revenue received by the Company from sales of products that contain any portions of the plant materials that have been received by the Company from NCSU.

The foregoing description of the provisions of the Amendment is summary in nature and is qualified in its entirety by reference to the full and complete terms of the Amendment, a copy of which will be filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ending June 30, 2018.

Item 7.01. Regulation FD Disclosure.

On June 26, 2018, the Company issued a press release announcing the matter described above. The Company is furnishing a copy of such press release as Exhibit 99.1 hereto, which is incorporated by reference herein.

Item 9.01(d): Financial Statements and Exhibits.

[Exhibit 99.1 - Press Release, dated June 26, 2018.](#)

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.

22nd Century Group, Inc.

/s/ Thomas L. James

Thomas L. James, Esq.

Vice President, General Counsel and Secretary

Date: June 26, 2018

**22nd Century Announces New Non-GMO, Very Low Nicotine
Flue-Cured and Burley Tobacco Varieties**

22nd Century strategically expands its proprietary lines of VLN™ tobaccos.

June 26, 2018

Williamsville, New York – 22nd Century Group, Inc. (NYSE American: XXII), a plant biotechnology company that is a leader in tobacco harm reduction and Very Low Nicotine tobacco, announced today that the Company has exclusively licensed from North Carolina State University (NCSU) several flue-cured and burley tobacco plant lines that grow with Very Low Nicotine levels. These new plants contain no foreign genetic material (non-GMO) and will compliment 22nd Century’s existing Very Low Nicotine plant technologies. The new, non-GMO, Very Low Nicotine tobacco plant lines are immediately commercially viable as they are the result of multiple generations of plantings that have yielded stable, true-breeding crop lines of Very Low Nicotine flue-cured and burley tobacco plants.

The addition of these non-GMO tobacco varieties represents a significant advancement for 22nd Century’s next generation tobacco technology. The Company’s new Very Low Nicotine plant varieties will provide options for 22nd Century and for potential licensees to more readily comply with the FDA’s plan to dramatically reduce the nicotine in all combustible cigarettes sold in the United States. The non-GMO nature of these tobacco varieties will also facilitate the sale of 22nd Century’s proprietary VLN™ tobacco in some foreign countries where the use of genetically modified crops is restricted.

“The results of this transaction with our research partner, NCSU, meaningfully enhances 22nd Century’s already impressive intellectual property portfolio. Importantly, our new plants and their genetics provide the Company with an excellent molecular background for improved taste characteristics and enhanced agronomic performance,” explained Dr. Juan Tamburrino, the Company’s Vice President of Research and Development.

“This exclusive NCSU license gives 22nd Century a substantial strategic and competitive advantage,” explained Henry Sicignano, III, President and Chief Executive Officer of 22nd Century Group. “Since approximately 90% of the tobacco in cigarettes is a mixture of flue-cured and burley varieties, we now have the ability to supply Very Low Nicotine tobacco blends to potential partners in the U.S. and around the world.”

About 22nd Century Group, Inc.

22nd Century is a plant biotechnology company focused on technology which allows it to increase or decrease the level of nicotine in tobacco plants and the level of cannabinoids in hemp/cannabis plants through genetic engineering and plant breeding. The Company’s primary mission in tobacco is to reduce the harm caused by smoking. The Company’s primary mission in hemp/cannabis is to develop proprietary hemp strains for important new medicines and agricultural crops. Visit www.xxiiicentury.com and www.botanicalgenetics.com for more information.

Cautionary Note Regarding Forward-Looking Statements: This press release contains forward-looking information, including all statements that are not statements of historical fact regarding the intent, belief or current expectations of 22nd Century Group, Inc., its directors or its officers with respect to the contents of this press release, including but not limited to our future revenue expectations. The words “may,” “would,” “will,” “expect,” “estimate,” “anticipate,” “believe,” “intend” and similar expressions and variations thereof are intended to identify forward-looking statements. We cannot guarantee future results, levels of activity or performance. You should not place undue reliance on these forward-looking statements, which speak only as of the date that they were made. These cautionary statements should be considered with any written or oral forward-looking statements that we may issue in the future. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to reflect actual results, later events or circumstances, or to reflect the occurrence of unanticipated events. You should carefully review and consider the various disclosures made by us in our annual report on Form 10-K for the fiscal year ended December 31, 2017, filed on March 7, 2018, including the section entitled “Risk Factors,” and our other reports filed with the U.S. Securities and Exchange Commission which attempt to advise interested parties of the risks and factors that may affect our business, financial condition, results of operation and cash flows. If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those expected or projected.

Contact:

22nd Century Group

James Vail, Director of Communications

716-270-1523

jvail@xxiicentury.com
