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. ☐

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading symbol</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $0.00001 par value</td>
<td>XXII</td>
<td>NYSE American</td>
</tr>
</tbody>
</table>
On July 24, 2019, and effective July 26, 2019, Henry Sicignano III resigned as the President and Chief Executive Officer, and as a member of the Board of Directors, of 22nd Century Group, Inc. (the “Company”) for personal reasons. In connection with Mr. Sicignano's resignation, the Company and Mr. Sicignano:

- Entered into a consulting agreement for Mr. Sicignano to consult with the Company on a variety of corporate matters for $200,000 per year over a term of 42 months;
- Agreed that the Company would continue to provide Mr. Sicignano with group health insurance for a period of 42 months;
- Agreed that all of Mr. Sicignano’s unvested stock options (constituting 297,369 stock options) shall vest immediately and the exercise date of all of Mr. Sicignano’s options shall be the date that is the lesser of (a) 48 months from July 26, 2019 or (b) the latest exercise date allowable under the option award agreement; and
- Entered into into a mutual general release and a non-competition agreement.

The Company did not appoint an interim Chief Executive Officer. Michael J. Zercher, the Company’s Chief Operating Officer, will oversee the Company's operations as an internal and external search for a new Chief Executive Officer is conducted.

The Company issued a press release regarding Mr. Sicignano’s resignation which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

On June 19, 2019, the Company, Crede CG III, LTD. (“Crede”) and Terren Peizer (“Peizer”) participated in a settlement conference meeting as required by the United States District Court for the Southern District of New York. Subsequently, the Company, Crede and Peizer entered into a settlement agreement that settled the litigation, effective as of July 22, 2019. Under the terms of the settlement agreement: (i) the Company will issue to Crede an aggregate of Nine Hundred Ninety Thousand (990,000) shares of common stock of the Company in full satisfaction of the cashless exchange of the Tranche 1A warrant and in settlement of all disputes between Crede, Peizer and the Company; (ii) Crede granted a proxy to the Company for a period of five (5) years for the Company to vote all of the shares of common stock of the Company owned by Crede in favor of the recommendations by the Company’s Board of Directors (excluding any extraordinary transactions); (iii) Crede agreed to not purchase, borrow or short any securities of the Company; and (iv) the Company, Crede and Peizer agreed to mutual releases of all claims between the parties and the dismissal of all the litigation claims and counterclaims with prejudice.

Exhibit 99.1: Press release dated July 26, 2019
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/ Michael J. Zercher
Michael J. Zercher
Chief Operating Officer

Date: July 26, 2019
22nd Century Group CEO to Step Down

July 26, 2019

WILLIAMSVILLE, N.Y. -- 22nd Century Group, Inc. (NYSE American: XXII), a plant biotechnology company that is a leader in tobacco harm reduction, Very Low Nicotine Content (VLNC) tobacco, and hemp/cannabis plant research, announced today that President and Chief Executive Officer Henry Sicignano III has resigned for personal reasons, effective July 26, 2019; Mr. Sicignano will continue to serve the Company, on a consultancy basis, for the next several years.

“The Board is thankful for Henry’s years of service and leadership, and we wish him and his family the very best,” said James W. Cornell, Director & Chairman of the Board of 22nd Century Group. “He has made tremendous contributions to our Company, and we are grateful that we can retain his deep expertise and knowledge on a consulting basis for the next several years as the Company moves into what we believe is an exciting phase of growth.”

“It has been an enormous privilege to lead 22nd Century through a period of profound change. I am proud to have worked with such a talented team that has made important and growing contributions to improving public health. I look forward to continuing to support the Company’s efforts, in a consultative capacity, as 22nd Century works to realize the promise that our Very Low Nicotine technology represents,” said Mr. Sicignano.

Mr. Cornell added, “22nd Century is in a strong position. We recently submitted a Pre-Market Tobacco Application (PMTA) and Modified Risk Tobacco Product Application (MRTP) with the U.S. Food and Drug Administration (FDA) seeking authorization to commercialize our proprietary VLNC cigarettes. We are also making great strides to become a leader in hemp/cannabis. We believe that the future of our Company is bright and that we are well-positioned to deliver significant value for our shareholders.”

Michael Zercher, 22nd Century’s Chief Operating Officer, will oversee the Company’s operations as the Board of Directors conducts a search for Mr. Sicignano’s successor. Mr. Cornell remarked, “Mr. Zercher is a proven and seasoned executive who has a long history of valuable contributions to our organization. We are confident the Company is in strong hands while we conduct a search for a new CEO.”
22nd Century is a plant biotechnology company focused on technology which allows it to decrease the level of nicotine in tobacco plants and modify the levels 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.


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, 2018, filed on March 6, 2019, 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.

View source version on businesswire.com:

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Source: 22nd Century Group, Inc.