

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): September 11, 2020

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.)

8560 Main Street, Suite 4, Williamsville, New York
(Address of Principal Executive Office)

14221
(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))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, \$0.00001 par value	XXII	NYSE American

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 5.02(d): Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On September 11, 2020, the Board of Directors (the “Board”) of 22nd Century Group, Inc. (the “Company”) appointed Michael Koganov, Sc.D., Ph.D., to be a director on the Board, effective immediately. Dr. Koganov was appointed as a Class I director to fill the existing vacancy in the Class I director position on the Board.

Dr. Koganov, age 70, is an accomplished scientist, having discovered the role of phyloquinone in transmembrane electrochemical potential. He also developed Electro-Membrane technology for comprehensive processing of plants to produce protein concentrates and secondary metabolites using bipolar membranes. In 2001, Dr. Koganov co-founded IBT LLC, which developed proprietary sustainable Zeta Fraction Technology that was acquired by AkzoNobel (OTC: AKZOY) and then by Ashland Global Holdings, Inc. (NYSE: ASH). During his time at Ashland, Dr. Koganov directed research, product development and commercialization of patented multifunctional bioactive Zeta Fractions (“ZF”) including Recentia® and Fusion™ that are used as ingredients in numerous products of global companies. He has significantly contributed to development of ZF based Harmoniance™, SeaStem™, Infini'tea™ and various synergistic compositions of ZF obtained from live phytomass representing 12 major plant families. Dr. Koganov left Ashland in 2018.

Dr. Koganov is currently the President of Intellebio, LLC, a consulting and testing firm specializing in the development of advanced testing, proprietary solutions and novel technologies in the life sciences field and has held this position since June of 2019.

Dr. Koganov holds a Doctor of Philosophy in Bioelectrochemistry from the Institute of Chemical Technology, Dnipropetrovsk, USSR (now Ukrainian State University of Chemical Technology), a Masters of Sciences in Biochemistry from the State University, Dnipropetrovsk, USSR (now Oles Honchar Dnipro National University, Ukraine), and was awarded a Doctor of Sciences in Biotechnology from the USSR Higher Attestation Commission Council of Ministers.

Dr. Koganov is credited with 72 publications, over 100 granted patents and 2 full-length books. He is a member of the New York Academy of Sciences, Sigma Xi: The Scientific Research Honor Society, and the Biochemical Society. Dr. Koganov is an internationally recognized expert and keynote speaker on novel plant technologies and has received numerous industry awards.

Dr. Koganov is independent under the rules of the New York Stock Exchange American market and will receive the same compensation as the Company’s other non-employee directors. Dr. Koganov will become the chair of the Scientific & Technical Advisory Committee of the Board and will serve as a member of the Finance Committee of the Board.

There are no family relationships between Dr. Koganov and any director or other executive officer of the Company nor are there any transactions between Dr. Koganov or any member of his immediate family and the Company or any of its subsidiaries that would be reportable as a related party transaction. Further, there is no arrangement or understanding between Dr. Koganov and any other persons or entities pursuant to which Dr. Koganov was appointed as a director of the Company.

The Company issued a press release regarding Dr. Koganov being appointed as a new director to the Board, which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01(d): Financial Statements and Exhibits.

[Exhibit 99.1](#) [Press release dated September 17, 2020](#)

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.

Date: September 17, 2020

/s/ Steven P. Przybyla

Steven P. Przybyla

Vice President, General Counsel and Secretary

22nd Century Appoints Leading Plant Biotechnology Expert Dr. Michael Koganov to Board of Directors

Dr. Koganov to Leverage his Pharmaceutical, Consumer Packaged Goods, and Life Science Expertise as Chair of 22nd Century's Scientific and Technical Advisory Committee

WILLIAMSVILLE, N.Y., Sep. 17, 2020 (GLOBE NEWSWIRE) – 22nd Century Group, Inc. (NYSE American: XXII) (“22nd Century” or “the Company”), a leading plant-based, life science company driven by next generation plant biotechnology, today announced the appointment of Michael Koganov, Sc.D., Ph.D., to its Board of Directors. Dr. Koganov will serve as Chair of the Company’s Scientific and Technical Advisory Committee and as a member of its Finance Committee.

“We are excited to welcome Michael to our Board,” said 22nd Century’s Board Chair, Nora Sullivan. “As a recognized expert in plant biotechnology and life science, Michael will further strengthen our leadership team with his highly relevant expertise related to the Company’s strategic, scientific initiatives.”

“Michael has been a trusted scientific leader and key advisor to many science-driven organizations and will make a great addition to our team of experienced and talented Board members,” said James A. Mish, Chief Executive Officer of 22nd Century Group. “With a successful track record of developing natural, plant-based technologies and solutions for pharmaceutical, consumer packaged goods, and life science companies, he will bring a valuable scientific perspective to our business and R&D strategies. I am confident that Michael will make significant contributions to 22nd Century as we further position ourselves as a leading plant-based, life science company.”

Dr. Koganov is recognized as a leading expert in the development of natural products using plant biotechnology and has achieved considerable accomplishments in physico-chemistry, biochemistry, bioelectrochemistry, and biotechnology. He is credited with developing Electro-Membrane technology for the comprehensive processing of plants to produce protein concentrates and secondary metabolites. Dr. Koganov co-founded IBT LLC, which developed the proprietary and sustainable Zeta Fraction™ technology. This technology selectively isolates efficacious components from living plants and marine sources to produce a wide range of biofunctional ingredients. After this award-winning technology was acquired by AkzoNobel and then Ashland Global Holdings Inc., Dr. Koganov directed the research, product development, and commercialization of patented, multifunctional, bioactive Zeta Fractions, which are used as key, signature ingredients in numerous products of global companies in the OTC and personal care spaces, as well as various synergistic compositions of Zeta Fractions obtained from living plants from twelve major plant families.

Dr. Koganov is the President and Co-Founder of Intellebio LLC, a consulting and testing firm focused on the development of novel technologies, advanced test methods, and breakthrough products in the life science field. Dr. Koganov received his Master of Science degree in Biochemistry from the State University, Dnipropetrovsk, USSR; his Ph.D. in Bioelectrochemistry from Institute of Chemical Technology, Dnipropetrovsk, USSR; and Full Doctor of Sciences (Sc.D.) degree in biotechnology from the Higher Attestation Commission of the USSR’s Council of Ministers. He has written more than 70 publications, secured over 100 granted patents, and is the author of two books.

About 22nd Century Group, Inc.

22nd Century Group, Inc. (NYSE American: XXII) is a leading plant-based, life science company that develops and provides unique, commercial solutions to the life science, consumer products, and pharmaceutical markets. Using plant genetic engineering and modern plant breeding techniques to create new, proprietary plants and intellectual property, 22nd Century seeks to enhance and broaden the consumer experience by providing natural, plant-derived ingredients to product formulators and manufacturers. In the tobacco plant, 22nd Century is able to modulate the levels of nicotine that naturally occur in the plant. With this technology, 22nd Century is poised to disrupt the global tobacco market with its proprietary reduced nicotine content tobacco cigarettes containing 95% less nicotine than conventional tobacco and cigarettes. 22nd Century is applying its plant genetics expertise to the hemp/cannabis plant as well to develop new and proprietary varieties of hemp/cannabis with unique cannabinoid and terpene profiles and desirable agronomic traits. 22nd Century also owns or controls the rights to commercialize over 200 issued and pending patents related to the tobacco and hemp/cannabis plants.

Learn more at xxiicentury.com, on Twitter [@xxiicentury](https://twitter.com/xxiicentury) and on [LinkedIn](https://www.linkedin.com/company/xxiicentury).

Cautionary Note Regarding Forward Looking Statements

This press release contains forward-looking statements concerning our business, operations and financial performance and condition as well as our plans, objectives and expectations for our business operations and financial performance and condition that are subject to risks and uncertainties. All statements other than statements of historical fact included in this press release are forward-looking statements. You can identify these statements by words such as “aim,” “anticipate,” “assume,” “believe,” “could,” “due,” “estimate,” “expect,” “goal,” “intend,” “may,” “objective,” “plan,” “potential,” “positioned,” “predict,” “should,” “target,” “will,” “would” and other similar expressions that are predictions of or indicate future events and future trends. These forward-looking statements are based on current expectations, estimates, forecasts and projections about our business and the industry in which we operate and our management’s beliefs and assumptions. These statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond our control. All forward-looking statements are subject to risks and uncertainties and others that could cause actual results to differ materially from those contained in our forward-looking statements. Please refer to the “Risk Factors” in our Annual Report on Form 10-K filed on March 11, 2020 and in our subsequently filed Quarterly Report on Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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