

Acacia Diversified Holdings, Inc.
 Form 4
 January 18, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sample Steven L

2. Issuer Name and Ticker or Trading Symbol
 Acacia Diversified Holdings, Inc.
 [ACCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3512 E. SILVER SPRINGS BLVD - #243
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/17/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 None as of 01/17/2017

OCALA, FL 34470

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common stock	01/17/2017		S ⁽¹⁾		2,500,000 ⁽²⁾	\$ 0.001 ⁽³⁾	D
							1,529,721 ⁽⁴⁾
Common stock	01/17/2017 ⁽⁵⁾	01/27/2017 ⁽⁵⁾	J ⁽⁵⁾		132,248 ⁽⁵⁾	\$ 0.001 ⁽⁶⁾	D
							1,661,969 ⁽⁷⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sample Steven L 3512 E. SILVER SPRINGS BLVD - #243 OCALA, FL 34470				None as of 01/17/2017

Signatures

/s/ Steven L.
Sample
01/18/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person consummated his obligation to sell 2,500,000 shares of his personal restricted common stock of the Issuer to the current CEO of Issuer under the terms of a Right of Refusal to Purchase Shares of Common Stock at par value executed on January 15, 2016. The CEO, as purchaser, completed the purchase transaction on 1/17/2017. Following this disposition of Reporting Person's shares, Reporting Person was no longer a shareholder of 10% or more of the Issuers issued and outstanding common shares as of the sale date.
- (2) Reporting Person consummated his obligation to sell 2,500,000 shares of his personal restricted common stock of the Issuer to the current CEO of Issuer under the terms of a Right of Refusal to Purchase Shares of Common Stock at par value executed on January 15, 2016. The CEO, as purchaser, completed the purchase transaction on 1/17/2017. Following this disposition of Reporting Person's shares, Reporting Person was no longer a shareholder of 10% or more of the Issuers issued and outstanding common shares as of the sale date.
- (3) Pursuant to the Right of First Refusal to Purchase Common Stock given to incoming CEO of Issuer at closing of the acquisition on January 15, 2016, Reporting Person was obligated to sell said shares at par value.
- (4)

Edgar Filing: Acacia Diversified Holdings, Inc. - Form 4

Reporting Person consummated his obligation to sell 2,500,000 shares of his personal restricted common stock of the Issuer to the current CEO of Issuer under the terms of a Right of Refusal to Purchase Shares of Common Stock at par value executed on January 15, 2016. The CEO, as purchaser, completed the purchase transaction on 1/17/2017. Following this disposition of Reporting Person's shares, Reporting Person was no longer a shareholder of 10% or more of the Issuers issued and outstanding common shares as of the sale date.

- (5) On January 12, 2017 the Board of Directors of Issuer resolved to issued 132,248 shares of its restricted common stock to Reporting Person under the terms of an Anti-Dilution Agreement to which Issuer and Reporting Person were parties. On January 17, 2017, Reporting Person resigned as employee and Director of Issuer, and Issuer simultaneously agreed to Issue the anti-dilutive shares. It is anticipated that the shares will be issued on or about January 26, 2017. Reporting Person has elected to report that transaction herewith to give effect to his best efforts in maintaining transparency. The issuance of the anti-dilutive shares will not cause the Reporting Person to own 10% or more of the Issuer's issued and outstanding shares, and Reporting Person will become a "non-affiliate" of the Issuer after the mandatory 90 day period following these events. The Anti-Dilution Agreement was terminated on January 17, 2017 by agreement of the parties.
- (6) The Anti-Dilution Agreement by and between the Issuer and the Reporting Person under which these shares were issued called for the Reporting Person to pay par value for the shares acquired. The Anti-Dilution Agreement was terminated on January 17, 2017 by agreement of the parties.
- (7) Reporting Person disclaims any beneficial ownership in securities held by others, and disclaims beneficial ownership of any person in his securities.

Remarks:

Effective 01/17/2017, Reporting Person resigned as a director of the Issuer and on that same date disposed of stock resulting in

Reporting Person disclaims any beneficial ownership in shares held by others, and disclaims beneficial ownership of any other

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.