

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): January 26, 2024

**Clever Leaves Holdings Inc.**  
(Exact name of registrant as specified in its charter)

<b>British Columbia, Canada</b> (State or other jurisdiction of incorporation)	<b>001-39820</b> (Commission File Number)	<b>Not Applicable</b> (I.R.S. Employer Identification No.)
<b>Bodega 19-B Parque Industrial Tibitoc P.H, Tocancipá - Cundinamarca, Colombia</b> (Address of principal executive offices)		<b>N/A</b> (Zip Code)

**(561) 634-7430**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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 (s)	Name of each exchange on which registered
Common shares without par value	CLVR	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for 1/30th common share at an exercise price of \$11.50	CLVRW	The Nasdaq Stock Market LLC

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 January 26, 2024, a purchase and sale deed (the “PSD”) was entered into by and among Clever Leaves II Portugal Cultivation, S.A (the “Seller”), a wholly owned subsidiary of Clever Leaves Holdings Inc. (the “Company”), and Álvaro Ricardo Villaverde Covões Gávea and Helena Cristina Martinho dos Santos Covões Gávea (together, the “Purchasers”). Pursuant to the PSD, the Purchasers agreed to acquire, and the Seller agreed to sell, certain real property with certain existing furniture and structures located in the parish of São Teotónio, municipality of Odemira, Portugal (the “Transaction”). Under the terms of the PSD, the total consideration paid to the Seller for the Transaction was EUR 1,400,000, which was paid in full. The Transaction completes the Company’s wind-down of its operations in Portugal.

The foregoing description is qualified in its entirety by reference to the terms of the PSD, a copy of which is being filed as Exhibit 2.1 to this Current Report on Form 8-K (this “Form 8-K”).

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
2.1	<a href="#">Purchase and Sale Deed dated January 26, 2024, by and among Clever Leaves II Portugal Cultivation, S.A and Álvaro Ricardo Villaverde Covões Gávea and Helena Cristina Martinho dos Santos Covões Gávea</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

**SIGNATURE**

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.

**Clever Leaves Holdings Inc.**

By: /s/ Henry R. Hague, III  
Name: Henry R. Hague, III  
Title: Chief Financial Officer

Date: February 1, 2024

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## BUYING AND SELLING

On January twenty-sixth, two thousand and twenty-fourth, at the Notary's Office located at Rua Sousa Prado, number eighteen, second floor, Odemira, before me, Ana Paula Lopes António Vasques, respective Notary, the following appeared as signatories: \_\_\_\_\_

\_\_\_\_\_ FIRST: DR MARTA MARIA REYNAUD PINTO LEITE DE AREIA, married, born in the parish of Lapa, municipality of Lisbon, with professional address at Rua Aniceto do Rosário, número 7, Cascais, holder of citizen card number 09479627, valid until November 2, 2030, issued by the Portuguese Republic; \_\_\_\_\_

as attorney-in-fact of the public limited company with the name: \_\_\_\_\_

**"Clever Leaves II Portugal Cultivation, S.A"**, formerly known as "NSP Cultivation, S.A", with registered office at Avenida D. João II, número 46, 4º A, parish of Parque das Nações, municipality of Lisbon, with share capital of fifty thousand euros, registered with the Commercial Registry under the single registration and legal person number 515 481 980; \_\_\_\_\_

According to the power of attorney he presented and is filing; \_\_\_\_\_

SECOND: ANDRÉ MARTINHO COVÕES GÁVEA, single, of age, born in the parish of Olivais, municipality of Lisbon, resident at Avenida do Restelo, número 20, Belém, Lisbon, tax payer number 222 102 012, holder of citizen's card number 14908843, valid until November 14, 2024, issued by the Portuguese Republic; \_\_\_\_\_

as prosecutor of: \_\_\_\_\_



**Álvaro Ricardo Villaverde Covões Gávea** and spouse **Helena Cristina Martinho dos Santos Covões Gávea**, married under the community of acquisitions regime, born, respectively, in the parish of São Sebastião da Pedreira and the parish of Alcântara, both in the municipality of Lisbon, residing at Avenida do Restelo, número 20, Belém, Lisbon, tax payers numbers 176 555 587 and 153 427 213; \_\_\_\_\_

According to the power of attorney he presented and is filing; \_\_\_\_\_

I verified the identity of the grantors by showing the respective identification documents they carried. \_\_\_\_\_

THE FIRST PARTY, in the above-mentioned capacity, SAID:


\_\_\_\_\_ That, by this deed, it sells on behalf of its represented company, free of liens or encumbrances, to the represented parties of the second grantor, for the total price of ONE MILLION AND FOUR HUNDRED THOUSAND EUROS, the following: \_\_\_\_\_

\_\_\_\_\_ ONE - For seven hundred thousand six hundred and seventy-four euros and twenty-nine **cents**, a **mixed property** called "Fontainhas", located in the parish of São Teotónio, municipality of Odemira; \_\_\_\_\_

With an area of fifty-nine hectares and seven thousand five hundred square meters, consisting of arable crops, olive trees, pine trees and a ground-floor house for habitation, with a covered area of one hundred and fourteen square meters: \_\_\_\_\_

Inscribed in the respective rustic land registry under article 19 of **section H**, sold for seven hundred thousand five hundred and forty euros and sixty cents and in the urban land registry under article 379, sold for one hundred and thirtv-three euros and sixtv-nine cents: \_\_\_\_\_



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described in the Odemira Land Registry under number **forty** of the said parish, where the acquisition is registered in favor of the selling company according to inscription Ap. three thousand six hundred and seventy-seven of the seventeenth of July of two thousand and nineteen; \_\_\_\_\_

Two - For **two hundred and ninety-nine thousand three hundred and twenty-five euros and seventy-one cents**, a **mixed property** called "Fontainhas-Nascente", located in the parish of São Teotónio, municipality of Odemira; \_\_\_\_\_

With an area of twenty-five hectares, five thousand two hundred and fifty square meters, consisting of arable crops, a watercourse bed and a ground-floor house for habitation, with a covered area of three hundred and twenty-three point forty-one square meters; \_\_\_\_\_

Inscribed in the respective rustic land registry under article 23 of **section H**, sold for two hundred and ninety-eight thousand nine hundred and forty-six euros and forty-five cents, and in the urban land registry under article **5690**, sold for three hundred and seventy-nine euros and twenty-six cents; \_\_\_\_\_

described in the Odemira Land Registry under number **three thousand nine hundred and seven** of the said parish, where the acquisition is registered in favor of the selling company according to inscription Ap. Three thousand six hundred and sixty-two of August twenty-ninth, two thousand and nineteen; \_\_\_\_\_

That the selling company does not own any other rustic buildings adjoining those now being transferred; \_\_\_\_\_

THREE - For four hundred thousand euros all furniture and structures



in the two buildings; \_\_\_\_\_

THE SECOND PARTY, as attorney-in-fact, SAID: \_\_\_\_\_

That it accepts this sale for its representatives in the terms set out; \_\_\_\_\_

That this acquisition is being made following the exercise of the right of first refusal because they are co-owners of an adjoining rustic building, the others having waived their right; \_\_\_\_\_

THE PARTIES HAVE SAID MORE, on their own responsibility: \_\_\_\_\_

That the deal was not the subject of real estate brokerage;

That the buyers' representative has been given the energy certifications;

That payment of the price agreed for this sale has been made today in full by the delivery of three bank checks all drawn on Novo Banco S.A., one in the amount of seven hundred thousand six hundred and seventy-four euros and twenty-nine cents with the number seven nine four one nine zero seven six nine; another in the amount of two hundred and ninety-nine thousand three hundred and twenty-five euros and seventy-one cents with the number three one seven four one nine zero seven four two and another in the amount of four hundred thousand euros with the number zero six seven four one nine zero seven three four; \_\_\_\_\_

The representative of the selling company gives full discharge of the sums received; \_\_\_\_\_



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That for the urban part of the property described in UM, the Odemira City Council has issued a certificate proving that it was built before the RGEU came into force in the municipality, dispensing with the existence of a use permit, which is handed over to the buyers' representative; \_\_\_\_\_

That for the urban part of the property described in TWO, the Odemira City Council has issued a certificate proving that it is in a state of ruin, which is handed over to the buyers' representative;

SO THEY SAID. \_\_\_\_\_

**I have warned** the parties, under the terms of article 40 of Law 15/2013 of February 8th, that they will incur the penalty of disobedience under article <sup>3480</sup> of the Penal Code if they have omitted information about the real estate brokerage intervention; \_\_\_\_\_

The property description and respective inscriptions were checked by consultation of permanent certificates: PP-2836-86235-021109-000040 and PP- 2836-86243-021109-003907. \_\_\_\_\_

The notices for the exercise of pre-emptive rights, numbers 167277/2023 and 167214/2023, both of December 15, were consulted on the respective portal; \_\_\_\_\_

The RCBE of the first party's representative was consulted; \_\_\_\_\_

The parties were informed under the terms of article 19 of Decree-Law 10/2024 of January 8th; \_\_\_\_\_

FILE: \_\_\_\_\_

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- DUC 160.224.030.641.032 proof of settlement and payment of IMT; \_\_\_\_\_

- DUC 163.124.004.607.280 proof of assessment and payment of stamp  
duty - Item 1.1 of the respective table; \_\_\_\_\_

\_\_\_\_\_ SHOW: \_\_\_\_\_

- Two rustic land registers, both obtained today via the internet; \_\_\_\_\_

- Two urban land registers, both of which can be obtained today via the internet; \_\_\_\_\_

- SCE certificate 192622830, valid until January 19, 2029, for Article 379  
of the EC Treaty; \_\_\_\_\_

- SCE certificate 326781330 issued on December 27, 2023 for article  
5690; \_\_\_\_\_

\_\_\_\_\_ In the simultaneous presence of both parties, the following was read out to the  
speakers

of this deed and an explanation of its contents. \_\_\_\_\_

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Statistical entry no. *T8iz* Account Registered under n128 *J5*



