

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person ARMISTICE CAPITAL, LLC			2. Issuer Name and Ticker or Trading Symbol Cyclo Therapeutics, Inc. [CTDH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020					
510 MADISON AVENUE, 7TH FLOOR,			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
NEW YORK, NY 10022								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.0001 per share	08/27/2020		S		55,263	A	\$ 0.12	18,971,787	D (U)	
Common Stock, par value \$.0001 per share	08/27/2020		S		0	A	\$ 0	18,971,787	I	See Footnote (U)
Common Stock, par value \$.0001 per share	08/28/2020		S		75,000	A	\$ 0.11 (2)	18,896,787	D (U)	
Common Stock, par value \$.0001 per share	08/28/2020		S		0	A	\$ 0	18,896,787	I	See Footnote (U)
Common Stock, par value \$.0001 per share	08/31/2020		S		35,000	A	\$ 0.11	18,861,787	D (U)	
Common Stock, par value \$.0001 per share	08/31/2020		S		0	A	\$ 0	18,861,787	I	See Footnote (U)

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

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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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$ 0.27						05/31/2019	11/30/2024(3)	Common Stock	12,000,000		12,000,000	D (U)	
Warrants	\$ 0.27						05/31/2019	11/30/2024(3)	Common Stock	12,000,000		12,000,000	I	See Footnote (U)
Warrants	\$ 0.15						08/27/2020	08/27/2027	Common Stock	10,000,000		10,000,000	D (U)	
Warrants	\$ 0.15						08/27/2020	08/27/2027	Common Stock	10,000,000		10,000,000	I	See Footnote (U)

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X		
Armistice Capital Master Fund Ltd. C/O DMS CORPORATE SERVICES LTD. 20 GENESIS CLOSE, P.O. BOX 314 GRAND CAYMAN, E9 KY1-1104		X		
Boyd Steven C/O ARMISTICE CAPITAL, LLC 510 MADISON AVENUE, 7TH FLOOR NEW YORK, NY 10022		X		

Signatures

Armistice Capital, LLC By: /s/ Steven Boyd, Managing Member		08/31/2020
<small>**Signature of Reporting Person</small>		Date
Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director		08/31/2020
<small>**Signature of Reporting Person</small>		Date
/s/ Steven Boyd		08/31/2020
<small>**Signature of Reporting Person</small>		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).

The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"). The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven

- (1) Boyd as Managing Member of Armistice Capital, LLC. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) This constitutes the weighted average purchase price. The prices ranged from \$0.11 to \$0.12. The Reporting Persons will provide upon request by the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (3) These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 4.99% beneficial owner of the Common Stock, par value \$.0001 per share, following such exercise.

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.