UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934

Check the appropriate box:

xPreliminary Information Statement

oConfidential, for use of the Commission only (a permitted by Rule 14c-5(d)(2))

oDefinitive Information Statement

Acacia Diversified Holdings, Inc.
(Name of Registrant As Specified in Charter)

Payment of Filing Fee (Check the appropriate box):

x No fee required

o Fee computed on table below per Exchange Act Rules (14c-5(g) and 0-11

1.) Title of each class of securities to which transaction applies:

2.) Aggregate number of securities to which transaction applies:

3.) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4.) Proposed maximum aggregate value of transaction:

5.) Total fee paid:

o Fee paid previously with preliminary materials o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1.) Amount Previously Paid:

2.) Form, Schedule or Registration Statement No:

3.) Filing Party:

4.) Date Filed:

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Acacia Diversified Holdings, Inc.
13575 58th Street North #138
Clearwater, FL 33760
(877) 513-6294

INFORMATION STATEMENT PURSUANT TO SECTION 14(C) OF THE SECURITIES EXCHANGE ACT OF 1934 AND REGULATION 14C THEREUNDER

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

To the Stockholders of Acacia Diversified Holdings, Inc.:

This Information Statement has been filed with the Securities and Exchange Commission and is being furnished, pursuant to Section 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), to the holders (the "Stockholders") of common stock, par value $0.01 per share (the "Common Stock"), of Acacia Diversified Holdings, Inc., a Texas corporation (the "Company"), to notify the Stockholders that on December 8, 2015 the Board of Directors of the Company unanimously voted to approve the Letter of Intent in the matter of acquiring the MariJ Group of companies and voted to move to completion of a definitive asset purchase agreement to complete the purchase. On January 15, 2016 the Company executed the Asset Purchase Agreement by and among the Company and the Marij Group of companies (the "Agreement"), which included among other things;

1. To approve and ratify the actions of the Board of Directors in the acquisition of the majority of the assets and the associated businesses of MariJ Agricultural, Inc.; JR Cannabis Industries, LLC; Canna-Cures Research & Development Center, LLC; and, TropiFlora, LLC, all of Clearwater, Florida. The Company later exercised its option to rescind and exclude the acquisition of the TropiFlora unit, which carried only minimal assets;
2. To approve and ratify the actions of the Board of Directors the issuance of 2,474,850 shares of the Company's common stock to prior shareholders of the above-named entities pursuant to the Agreement;
3. To approve and ratify the actions of the Board of Directors for its issuance by the Company's outgoing CEO, President and Chairman of the Board, Steven L. Sample to the Company's new CEO, President and Chairman of the Board, Richard K. Pertile the right of first refusal to acquire 2,500,000 of his personal shares within a window of 37 to 38 months after the Closing, and issuance of a proxy to vote those shares during the interim period;
4. To approve and ratify the actions of the Board of Directors entering into the Agreement to amend the terms of the outgoing CEO's employment agreement to provide for his resignation as an officer of the Company and as its Chairman, remaining as a non-officer employee and director at a lower salary, reduction of benefits and perquisites, and extending the agreement until December 31, 2019;
5. To approve and ratify the actions of the Board of Directors providing for Mr. Pertile to serve as the Company's new CEO, President and Chairman of the Board of Directors;
6. To approve and ratify the actions of the Board of Directors providing for discontinuation of direct expense disbursements for certain routine operations relating to the Company's Ocala, Florida office in exchange for payment of an annual expense stipend to Mr. Sample to cover those certain routine basic expenses of his operations from that location through December 31, 2019;
7. To approve and ratify the actions of the Board of Directors to continue the leases relating to the Clearwater offices;
8. To approve and ratify the actions of the Board of Directors in entering a non-competition agreement for the Company's new CEO;
9. To accept the resignation of directors Hewitt and Rigdon to make way for new directors Gholson and Roberts.

On January 15, 2016, in accordance with the Texas Business Organizations Code, a majority of the shareholders of the Company representing 52.26% of the total common voting rights of the Company, by written consent in lieu of a special meeting of shareholders, ratified, approved and confirmed the acts of the officers of the Company in regard to the Agreement and related actions.

On January 19, 2016 the Company filed a Current Report on Form 8-K describing the events relating to the acquisition transactions. On February 10, 2016 the Company filed a Definitive Proxy Statement on Form DEF 14A. The documents are available for viewing on the Company's website at http://www.acacia.bz/sec/sec.htm and also on the SEC website at https://www.sec.gov/Archives/edgar/data/1001463/000155723416000395/0001557234-16-000395-index.htm and https://www.sec.gov/Archives/edgar/data/1001463/000118518516003639/0001185185-16-003639-index.htm, respectively.

The Company is advised that its actions may not have provided sufficient legal notice to shareholders pursuant to Rule 14C-2(b) of the Exchange Act.

For further information regarding these matters, I urge you to carefully read the accompanying Information Statement. If you have any questions about these proposals or would like additional copies of the Information Statement, you should contact Mr. Richard K. Pertile, the Company's Chief Executive Officer at the above address.

By order of the Board of Directors

/s/ Richard Pertile
Richard Pertile
President and Chief Executive Officer

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ITEM I.

General Information:

This Revised Preliminary Information Statement is being furnished to all holders of the common stock of Acacia Diversified Holdings, Inc. (the "Company") as of March 22, 2016 in connection with our recent acquisition of the assets and related businesses of the MariJ Group of companies in Clearwater, Florida and the action taken by written consent of holders of the majority of the outstanding common stock of the Company.

"We," "us," "our," the "Registrant" and the "Company" refers to Acacia Diversified Holdings, Inc., a Texas corporation.

Asset Acquisition

On September 1, 2016 the Company commenced discussions with MariJ Group regarding a possible acquisition of the assets of MariJ Group. The MariJ Group of Companies consisted of: (i) MariJ Agricultural, Inc., a Florida corporation ("MariJ"); (ii) Canna-Cures R&D, LLC, a Florida limited liability company "Canna-Cures"); (iii) TropiFlora LLC, a Florida limited liability company ("TropiFlora"); and, (iv) JR Cannabis Industries LLC, a Florida limited liability company ("JR Cannabis"). The Company later exercised its option to rescind and exclude the acquisition of the TropiFlora unit, which carried only minimal assets.

On January 15, 2016 the Company acquired the assets of the MariJ Group in accordance with the Asset Purchase Agreement by the parties. The transaction was approved by a majority of the shareholders of the Company (the "Voting Shareholders"), by written consent.

In connection with ratifying the Agreement, and pursuant to its terms, the Voting Shareholders approved the issuance of 2,474,850 shares of the Company's restricted common stock for the assets acquired under the Agreement. in accordance with the Texas Business Organizations Code,

On January 19, 2016 the Company filed a Current Report on Form 8-K describing the events relating to the acquisition transactions. That document is also available for viewing on the Company's website at http://www.acacia.bz/sec/sec.htm and on the SEC website at:
https://www.sec.gov/Archives/edgar/data/1001463/000155723416000395/0001557234-16-000395-index.htm

On February 10, 2016 the Company filed a Definitive Proxy Statement on Form DEF 14A. That document is also available for viewing on the Company's website at http://www.acacia.bz/sec/sec.htm and on the SEC website at:
https://www.sec.gov/Archives/edgar/data/1001463/000118518516003639/0001185185-16-003639-index.htm

On February 12, 2016 the Company filed its Annual Report for the year ended December 31, 2015 on Form 10-K. That document is also available for viewing on the Company's website at http://www.acacia.bz/sec/sec.htm and on the SEC website at:
https://www.sec.gov/Archives/edgar/data/1001463/000118518516003668/0001185185-16-003668-index.htm

A brief description of those various entities and how each will be utilized in the Company going forward follows.

MariJ Pharmaceuticals, Inc.

On January 15, 2016 the Company acquired the assets and business of MariJ Agricultural, Inc., a Florida corporation. Those assets and business were placed into the Company's new subsidiary named MariJ Pharmaceuticals, Inc. ("MariJ"). While that entity had only began revenue-producing operations in Q4 of 2015, it is anticipated to expand its operations and revenues substantially in 2016 as an Acacia subsidiary following planned capital expansion based on success in raising the funding necessary to fuel those plans.

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MariJ's impetus will be in the extraction and processing of very high quality, high-CBD/low-THC content medicinal grade cannabis oils from medical cannabis plants. MariJ specializes in organic strains of the plant, setting itself apart from the general producers of non-organic products. In addition, MariJ has the technical expertise and capability to process and formulate the oils and to employ them in its compounding operations. MariJ will seek to become engaged as owner or co-owner of a grow facility in Florida or other location(s) such as to produce its own plants for processing. MariJ has also been preparing for the 2016 rollout of its newly-developed, proprietary GeoTraking Technology that is fully compliant with the Health Insurance Portability and Accountability standard ("HIPAA") utilizing its "plant to patient" solution. This GeoTraking Technology is designed to provide a full-channel patient care tracking system that is fully compliant under today's strict HIPAA regulations that require privacy and security of the patient's information. Beginning with RFID labeling and tracking of every single seed employed in the grow program and continuing through the sale of prescription products in a sophisticated retail PoS delivery system, the GeoTraking Technology will be the most advanced system available.

MariJ's revenues are anticipated to be generated from several activities, including but not limited to the following:

a. Cannabis oil extraction and processing. MariJ has a unique mobile cannabis oil processing and extraction unit designed into a heavy-duty truck chassis . That unit has already begun performing extractions and processing of medicinal organic hemp into oils at various sites, and is currently developing additional contracts for services.
b. Wholesale sale of raw and processed low or zero-THC medical cannabis oils.
c. Laboratory testing and certification services. MariJ has begun construction of a mobile laboratory and testing unit, also on a heavy-duty truck chassis, intended to address the growing demand for these services in the medicinal cannabis industry.
d. Licensing and support of the Company's GeoTraking Technology systems
e. Processing and compounding services for medicinal grade cannabis oils

The Company is preparing to seek additional investments and financing to pay the costs of building its second mobile oil extraction and processing unit, to finance final construction of its mobile laboratory and testing unit for the same industry, and to complete the roll-out of its GeoTraking Technology system. There can be no assurance the Company will be successful in its plans to generate the required capital.

Canna-Cures Research & Development Center, Inc.

The Company acquired the assets and the business of Canna-Cures Research & Development Center, LLC, a Florida organization, on January 15, 2016. The Company intends to utilize this new subsidiary to engage in research and development activities as well as retail and wholesale distribution of medicinal cannabis products and endocannabinoid nutraceuticals, depending upon our ability to comply in each instance with FDA rules and other regulations. As a part of its R&D efforts, the new subsidiary will seek to align itself with institutions of higher learning in working to develop new products and to identify and develop additional uses for its medicinal cannabis products.

While this subsidiary has not yet implemented revenue-producing operations, it is anticipated to begin generating revenues after mid-2016. Those revenues will be generated from several activities, including the following:

a. Canna-Cures will seek to enter into research and development projects with institutions of higher learning in efforts to develop new and better strains of medicinal cannabis related products for dispensing as medications, nutraceuticals, cosmeceuticals, and probably dietary supplements. Canna-Cures anticipates participating in state and federal grants in conjunction with one or more universities as a means to defray part of its costs in these efforts.
b.

Private label packaging services. The Company has obtained a majority of the equipment required to engage in the business of packaging and labeling of medicinal cannabis oils, oil-infused products, and related items.

c. Retail sales of medicinal cannabis oils, oil-infused products, and other merchandise through its web-based portal or retail dispensaries planned for that purpose. These activities are dependent in large part upon meeting FDA regulations and criteria relating to the sale and distribution of cannabis-infused products, and the Company is currently in the process of determining the status of those criteria.
d. Retail and wholesale sales of cosmeceutical and nutraceutical products and dietary supplements containing its high-quality cannabis oil extracts, again dependent upon the same FDA regulations and criteria as mentioned in item (c) above.

The Company will require additional capital to finalize these plans and accommodate the roll-out of its services for this subsidiary, and intends to begin its capital raising activities within the next 60 to 90 days or less. There can be no assurance the Company will be successful in its plans to generate that capital.

JR Cannabis Industries, LLC

The third entity acquired in the transactions of January 15, 2016 was JR Cannabis Industries, LLC. That entity was a service business providing management services in coordination with the activities of MariJ Agricultural. Following the acquisition of those entities, Acacia determined that it no longer needed services the same as or similar to those of JR Cannabis Industries, and therefore has elected to not recreate it as a subsidiary of the Company

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TropiFlora, LLC

The fourth and final entity acquired in the transactions of January 15, 2016 was TropiFlora, LLC

In the acquisition transactions of January 15, 2016 the Company acquired the non-capital assets and the business of TropiFlora, LLC, but not the goodwill or the capital assets of TropiFlora, as a part of its efforts to engage growing cannabis in Florida. Prior to TropiFlora's acquisition by MariJ, and ultimately by Acacia, it was a grower with decades of experience in the nursery industry with the capacity to grow large quantities of plants. MariJ and subsequently Acacia acquired the business of TropiFlora to position itself to be issued a Growers License under the new 2015 Florida cannabis laws. If successful in obtaining a Florida Growers License, TropiFlora, as an Acacia subsidiary, would cultivate and distribute legal medical cannabis products in the state, opening the door to the sale of the non-euphoric strains of cannabis to treat patients with seizure disorders and cancer. However, the State of Florida announced the names of the five applicants that were to be awarded the Growers Licenses, but TropiFlora was not among the winners.

Substantial legal objections have arisen as to the Florida license award process, prompting the filing of a number of complaints and spawning litigation with the State. The Company believes that, among other things, TropiFlora was unfairly judged for the licensing opportunity. The legal complaints instituted by TropiFlora while a part of the MariJ Group of companies and before its acquisition by Acacia left many questions that can only be answered as the cases progress through the administrative and judicial systems. As a result of the fact that substantial sums would be required to pursue the reversal of the perceived errors in the licensing process, the Company believes it is not in its best interests to continue on that course. Accordingly, the Company has therefore determined to exercise its option to rescind the TropiFlora acquisition under the certain specific terms and conditions agreed prior to its acquisition. Thus, the Company will take no action to create or operate a subsidiary utilizing the acquired TropiFlora assets. The Company hopes to instead seek one or more other potential new licensing opportunities within Florida or elsewhere in conjunction with the anticipation of future license offerings, or to seek licensing opportunities in other states.

Pursuant to the terms of the Agreement, the Company acquired certain assets including, among other things, property, plant and equipment, intellectual property, including trade secrets, and cash. The Company also assumed two leases and certain other obligations of the selling companies. A true and accurate copy of the definitive Asset Purchase Agreement is included as Exhibit 10.01 to this Report.

Voting Securities and Principal Shareholders

The following table sets forth as of December 31, 2015, the ownership of common stock by (i) each person known by the Company to be the beneficial owner of more than five percent of the Company's common stock, (ii) each director of the Company, and (iii) all directors and officers as a group. Except as otherwise indicated, each stockholder identified in the table possesses sole dispositive voting and investment power with respect to its or his shares.

	Shares Owned at December 31, 2015	
Name and Address of Beneficial Owner	Number of Shares	Percent
Steven L. Sample (1)	5,515,479	42.57%
Patricia Ann Arnold (2)	55,000	0.42%
V. Weldon Hewitt	110,000	0.85%
Dan L. Rigdon	121,097	0.93%
Danny R. Gibbs	117,500	0.91%
Gwendolyn Sample (3)	937,000	7.23%
	5,919,076	45.69%

All directors and officers as a group (five persons)		
All of the above as a group (six persons)	6,856,076	52.92 %

(1) Excludes 950,000 warrants held by Mr. Sample issued in exchange for converting all his shares of the Company's preferred stock to common stock in 2010, and not for compensation. Those warrants were considered to have expired in 2010 at which time they were re-issued at an average exercise price of $3.00 per share. Mr. Sample disclaims any beneficial ownership of any securities owned by others, and disclaims any beneficial ownership by others of any securities he owns.

(2) Excludes options to purchase 10,000 shares of common stock at a weighted average exercise price of $0.01 per share.

(3) Not an officer or director of the Company. Excludes options to purchase 35,000 shares of common stock at a weighted average exercise price of $0.23 per share. Mrs. Sample disclaims any beneficial ownership of any securities owned by others, and disclaims any beneficial ownership by others of any securities she owns.

Unless otherwise indicated, the address for each of the above named individuals is 3512 East Silver Springs Boulevard - #243, Ocala, FL 34470.

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In subsequent events, and as a result of the issuance of 2,474,850 new shares of Acacia's restricted Common stock in accordance with that certain Asset Purchase Agreement as of even date therewith, the Company determined that it is appropriate to set forth in the following table as of January 15, 2016 the ownership of common stock by (i) each person known by the Company to be the beneficial owner of more than five percent of the Company's common stock, (ii) each director of the Company, and (iii) all directors and officers as a group. Except as otherwise indicated, each stockholder identified in the table possesses sole dispositive voting and investment power with respect to its or his shares.

The following table sets forth as of January 15, 2016, the ownership of common stock by (i) each person known by the Company to be the beneficial owner of more than five percent of the Company's common stock, (ii) each director of the Company, and (iii) all directors and officers as a group. Except as otherwise indicated, each stockholder identified in the table possesses sole dispositive voting and investment power with respect to its or his shares.

	Shares Owned at January 15, 2016	
Name and Address of Beneficial Owner	Number of Shares	Percent
Richard K. Pertile (1)	1,014,000	6.57%
Steven L. Sample (2)	5,515,479	35.74%
Neil B. Gholson (3)	60,000	0.39%
Gary J. Roberts, Jr. (4)	102,000	0.66%
Danny R. Gibbs (5)	117,500	0.76%
Gwendolyn Sample (6)	937,000	6.06%
All directors and officers as a group (five persons)	6,808,979	44.26%
All of the above as a group (six persons)	7,745,979	50.20%

(1) Mr. Pertile became the CEO and President of the Company and the Chairman of the Board of Directors on January 15, 2016. He acquired 1,014,000 shares of the Company's Common stock in the Asset Purchase Agreement on that same date by and between the Company and the MariJ Group of Companies. As a part of the agreements of that date, Mr. Pertile was granted a Proxy to vote 2,500,000 of the Common shares owned by Mr. Sample, another Director of the Company and its past CEO, President, and Chairman. This results in a combined 3,514,000 votes of the Company held by Mr. Pertile, or 22.77%. As a result, Mr. Sample's dispositive voting power is reduced from 35.74% to 19.54% of the voting power of the Company.

(2) Mr. Sample is the past CEO, President, and Chairman of the Board of Directors of the Company, now serving solely as an employee and a Director and not as an Officer of the Company. Includes registered shares and shares purchased on the open market over a period of years during authorized periods. Excludes 950,000 warrants held by Mr. Sample issued in exchange for converting all his shares of the Company's preferred stock to common stock in 2010, and not for compensation. Those warrants were considered to have expired in 2010 at which time they were re-issued at an average exercise price of $3.00 per share. Mr. Sample disclaims any beneficial ownership of any securities owned by others, and disclaims any beneficial ownership by others of any securities he owns, but does declare that on January 15, 2016 he issued a Proxy to vote 2,500,000 shares of his Common stock of the Company in favor of Richard K. Pertile, the Company's new CEO and President, through May 4, 2019, at which time Mr. Pertile holds a Right of First refusal to purchase those shares at par value. Following those actions Mr. Sample held 3,015,479 votes, or 19.54% of the voting power of the Company.

(3) Mr. Neil B. Gholson became a director of the Company on June 15, 2016 and acquired 60,000 shares of the Company's Common stock in the Asset Purchase Agreement of that same date,

(4) Mr. Gary J. Roberts, Jr. became a director of the Company on June 15, 2016 and acquired 102,000 shares of the Company's Common stock in the Asset Purchase Agreement of that same date,

(5) Mr. Danny R. Gibbs is a founder of the Company, first becoming a director in October 1984 before departing in September 2011. Mr. Gibbs rejoined the board in 2013 and has continued to serve until the present.

(6) Mrs. Sample is the spouse of ex-CEO and current director Steven L. Sample. Excludes shares from total of all officers and directors as a group, as the Reporting Person is not an officer or director of the Company. Excludes options to purchase 35,000 shares of common stock at a weighted average exercise price of $0.23 per share. Mrs. Sample disclaims any beneficial ownership of any securities owned by others, and disclaims any beneficial ownership by others of any securities she owns.

Unless otherwise indicated, the address for each of the above named individuals is 13575 58th Street North - #138, Clearwater, FL 33760.

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Change of Executive Control

On January 15, 2016, our Chief Executive Officer Steven L. Sample entered into an agreement with Richard Pertile which gave Mr. Pertile a right of first refusal to purchase 2,500,000 shares of the Company's common stock currently held by Mr. Sample. In connection therewith, Mr. Sample also provided Mr. Pertile with an irrevocable proxy to vote the subject shares. The proxy cannot be revoked otherwise by agreement of the parties for a period of five years. True and accurate copies of the Right of First Refusal to Purchase Common Stock, Stock Power, Stock Pledge and Proxy are included as exhibits 10.4, 10.5, 10.6 and 10.7 hereto.

In addition, also on January 15, 2016, in connection with the Company's acquisition of certain assets pursuant to the Asset Purchase Agreement of even date, the Company issued the shareholders of the Marij Group of companies 2,474,850 shares of common stock. A true and accurate copy of the Asset Purchase Agreement is included as Exhibit 10.1 hereto.

Prior to the acquisition, there were 12,955,406 shares of the Company's common stock issued and outstanding. Following the acquisition, there are 15,418,256 shares of the Company's common stock issued and outstanding. Our largest shareholder is now Richard Pertile, who owns 1,014,000 shares of our common stock, and, by proxy given to him by Mr. Sample, is able to vote an additional 2,500,000 shares owned by Mr. Sample.

Except as specifically set forth above with regard to the proxy issued to Mr. Pertile under the terms of the Asset Purchase Agreement, Mr. Sample disclaims any beneficial ownership in securities held by others, disclaims beneficial ownership of any other person in his securities, and has no voting agreements.

Any such references to change of executive control are not meant to infer that there has been any cumulative owner shift of 50% or more in ownership of the shares of the Company, as there has been no such cumulative owner shift.

Directors and Executive Officers of the Company

Appointment of New Officers; Election of New Directors

The Company incorrectly reported in the Preliminary Information Statement on Form 14C dated January 20, 2016 that the shareholder consent action related to the election of directors. Those actions were taken by unanimous written consent of the Board of Directors and not by shareholder vote. The proposed election of directors by the shareholders of the Company has been incorporated into the Company's Definitive Proxy Statement on Form DEF 14A filed on February 10, 2016 relating to the Company's upcoming Annual Meeting of Shareholders to be held on April 22, 2016. That document is available for viewing on the Company's website at http://www.acacia.bz/sec/sec.htm and on the SEC website at:
https://www.sec.gov/Archives/edgar/data/1001463/000118518516003639/0001185185-16-003639-index.htm

On January 15, 2016 the Board of Directors of the Company entered into a unanimous written consent electing Richard Pertile, Neil B. Gholson and Gary Roberts, Jr. as new directors of the Company, with Mr. Pertile becoming the Company's CEO, president, and Chairman of the Board. Prior directors V. Weldon Hewitt and Dan Rigdon resigned to provide an opportunity for new directors Roberts and Gholson to become members of the board. Mr. Sample resigned as CEO, President and Chairman of the Board, remaining as a non-executive employee and director. Mr. Gibbs also remained as a director of the Company. Following is a description of the new officers and directors of the Company.

Richard K. Pertile, age 53. Since 2013 Mr. Pertile has served as a President and Chief Executive Officer of Marij Agricultural, Inc. He founded JR Cannabis Industries, Canna-Tags, and Canna-Cures R&D in Clearwater Florida where he began building a medical cannabis consortium. Born, raised and educated in the Chicago area, he successfully operated his own restaurants, hotel and nightclub. Relocating to Pinellas County, Florida in 1989, Mr. Pertile joined Cornerstone Marketing of America, a subsidiary of United Insurance Companies, quickly being promoted to Executive Vice-President with responsibility for building its nationwide outside sales team. By the end of 2003, Mr. Pertile achieved year-over-year compounded growth of 30%, generating more than $1 billion in sales through 8,000 independent contractors in 40 states. After retiring in 2004, he turned his attention to philanthropy work in helping build a workout facility with the Juvenile Protection Services Program of Florida. From 2006 to 2010, after re-entering the business sector, he became President and Chief Marketing Officer of Independent Producers of America, a small Texas corporation he lead to becoming a publicly traded company on the Nasdaq Exchange. Again turning his attention to philanthropies in 2010, he formed the Pertile Family Foundation and was appointed to the Board of Directors of the Tampa Chapter of the American Diabetes Association where he concentrated his fundraising activities. Mr. Pertile earned degrees in Business Management and Wastewater Engineering from the College of Lake County Illinois, and trained under such recognized business leaders as Zig Ziglar, Dr. David Cook, Dr. Rick Jernigan, Brian Flanagan, and Brian Tracy.

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Neil B. Gholson, age 56. Mr. Gholson's background is rooted deeply in the financial services and insurance industries since 1988, serving on the Board of Directors with 4 companies during the last ten years. Mr. Gholson has been the owner and principal of Long Term Care Financial Solutions, LLC since 2003, and co-owner and principal of Medicare Insurance Consultants, LLC since 2015. He graduated with a BA in History from Atlantic Christian College in 1981, and earned a Certificate in Financial Planning from Florida State University in 2006. Mr. Gholson resides in Tampa, Florida with wife Michele and 2 daughters, Zoe and Gia.

Gary J. Roberts Jr., age 49. As a young entrepreneur attending the University of Alabama, Mr. Roberts started and grew various service-oriented companies. Following college, Mr. Roberts played a key role in developing Transplatinum Plus, an electronic fuel card transfer company in Nashville, Tennessee that was eventually sold to Fleet One. For the next eight years Mr. Roberts served as Vice President and Chief Operating Officer of Perma Crete Resurfacing Products in Nashville, Tennessee from 1993 to 2001 where he expanded the operation nationally with an extensive dealership distribution system as well as running a national retail installation department. In 2001, Gary shifted gears and turned his focus to the Health Insurance industry. He was District Manager with Cornerstone America from 2000 to 2002 while building one of the top teams in the nation. Gary took over as Vice President of the Company's Southeastern Territory in 2003, maintaining that position through the present. During this time, Mr. Roberts has continued to build it into one the nation's largest insurance distribution groups, with his territory ranking in the top two USA every year as well as being ranked as the top territory in the USA one of those years.

BOARD OF DIRECTORS

Listed below are the five nominees for election as a director, two of whom currently serve on the Board. At the Annual Meeting, proxies cannot be voted for a greater number of individuals than the four nominees named in the Proxy Statement. Each of the directors listed below has consented to serving as a nominee, being named in the Proxy Statement, and serving on the Board if elected. Each director elected at the Annual Meeting will serve a one-year term and shall hold office until his or her successor shall be elected and shall qualify.

The Board comprises a diverse group of leaders in their respective fields. Many directors have senior leadership experience at domestic companies or organizations. In these positions, they have gained significant and diverse management experience, including strategic and financial planning, risk management and leadership development. Many directors also have experience serving as executive officers, or on boards of directors and board committees, have an understanding of governance practices and trends, and bring unique perspectives to the Board.

Messrs Richard K. Pertile, Steven L. Sample, Danny R. Gibbs, Neil Gholson, and Gary J. Roberts, Jr. were nominated for election as Directors at the Annual Meeting. The nominees were nominated unanimously by the Board of Directors for a term of one (1) year until his or her successor shall be elected and shall qualify, subject to their replacement or resignation. Below is a summary of the service of each to the Company's Board of Directors.

Name	Position With the Company	Age as of the Annual Meeting	Director Since
Richard K. Pertile	Chairman of the Board, President, and Chief Executive Officer	54	2016
Steven L. Sample	Director	68	2006
Danny R. Gibbs (1)	Director	59	2013
Neil B. Gholson	Director	56	2016

Gary J. Roberts, Jr.	Director	49	2013

(1) Mr. Gibbs originally served on the Company's Board of Directors from October 1984 through September 2011 before being reappointed in 2013.

The Board and its Nominating Committee (the "Nominating Committee") believe the skills, qualities, attributes and experience of the directors provide the Company with business acumen and a diverse range of perspectives to engage each other and management to address effectively the Company's evolving needs and represent the best interests of the Company's shareholders. The biographies below describe the skills, qualities, attributes and experience of the nominees that led the Board and the Nominating Committee to determine that it is appropriate to re-nominate these directors.

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Richard K. Pertile, age 54, became a director of the Company in January 2016 when he was appointed as a Director, CEO and President of the Company and elected as Chairman of the Board of Directors. Since 2013 until January 15, 2016 Mr. Pertile served as President and Chief Executive Officer of Marij Agricultural, Inc. He founded JR Cannabis Industries, Canna-Tags, and Canna-Cures R&D in Clearwater Florida where he began building a medical cannabis consortium. Born, raised and educated in the Chicago area, he successfully operated his own restaurants, hotel and nightclub. Relocating to Pinellas County, Florida in 1989, Mr. Pertile joined Cornerstone Marketing of America, a subsidiary of United Insurance Companies, quickly being promoted to Executive Vice-President with responsibility for building its nationwide outside sales team. By the end of 2003, Mr. Pertile achieved year-over-year compounded growth of 30%, generating more than $1 billion in sales through 8,000 independent contractors in 40 states. After retiring in 2004, he turned his attention to philanthropy work in helping build a workout facility with the Juvenile Protection Services Program of Florida. From 2006 to 2010, after re-entering the business sector, he became President and Chief Marketing Officer of Independent Producers of America, a small Texas corporation he lead to becoming a publicly traded company on the Nasdaq Exchange. Again turning his attention to philanthropies in 2010, he formed the Pertile Family Foundation and was appointed to the Board of Directors of the Tampa Chapter of the American Diabetes Association where he concentrated his fundraising activities. Mr. Pertile earned degrees in Business Management and Wastewater Engineering from the College of Lake County, Illinois, and trained under such recognized business leaders as Zig Ziglar, Dr. David Cook, Dr. Rick Jernigan, Brian Flanagan, and Brian Tracy. Mr. Pertile resides in Florida with his wife of 27 years, Debbie. They have two sons, ages 24 and 20, both residing in Florida.

Steven L. Sample, age 68, became a director and officer of the Company in August 2006 when he was appointed as a Director, Chief Executive Officer and President, and was subsequently elected Chairman of the Board. On January 15, 2016 Mr. Sample resigned his positions as CEO, President and Chairman in favor of Mr. Pertile. From January 2004 through December 2005, he served as Executive Director of Sales for ADESA Corporation, the second-largest automobile auctions conglomerate in North America, at which time he left ADESA to draft the business plan for his Acacia Automotive concept. From January 2002 through December 2003, he was the General Sales Manager of ADESA's Ocala, Florida Auto Auction where he was credited for a loss-to-profit turnaround of approximately $1.75 million in the first ten months 2002 versus 2001, followed by continually growing profitability in ensuing years. From September 1990 through December 2001, he was employed by Mid-America Auto Auction, an Anglo-American Auto Auctions company (later being acquired by ADT and renamed ADT Automotive Auctions), which was again acquired by Manheim Auctions in 2000, with Mr. Sample serving as General Sales Manager and in other strategic capacities. Prior to that time, Mr. Sample managed a number of automotive dealerships in various capacities representing the big three U.S. automakers and such notable imports as Lamborghini, Maserati, Volkswagen, AMG, and others. Most recently, Mr. Sample led the Company to its 2007 acquisition and subsequent sale of its auto auction assets in 2012, the 2013 acquisition and subsequent sale of its food ingredient manufacturing and transport subsidiary assets in 2015, and the 2016 acquisition of the MariJ Group of Companies. Mr. Sample continues to reside in Florida with his wife of 41 years, Gwendolyn, a certified public accountant. They have two grown sons.

Danny R. Gibbs, age 59 was reappointed to the Board of Directors on September 1, 2013 after originally serving from October of 1984 through September 29, 2011. Mr. Gibbs was a founder and the President of Gibbs Construction, Inc. (later becoming Acacia Automotive, Inc. and ultimately Acacia Diversified Holdings, Inc.) and a charter member of the Company's Board of Directors beginning with its formation in October of 1984 until April of 2000, and in February of 2007 Mr. Gibbs agreed to serve on Acacia's new board, where he served until September 29, 2011. The Company was most pleased to welcome Mr. Gibbs' return to its Board of Directors as he brings decades of experience in the public domain. From 2000 through 2003, Mr. Gibbs served as Senior Project Manager for TOC Companies in the Dallas, Texas area. From the beginning of 2004 through the present, he has served in a similar capacity with Dimensional Construction, Inc. Both companies were located in Garland, Texas where Mr. Gibbs resides with his family.

Neil B. Gholson, age 56. Mr. Gholson's background is rooted deeply in the financial services and insurance industries since 1988, serving on the Board of Directors with 4 companies during the last ten years. Mr. Gholson has been the owner and principal of Long Term Care Financial Solutions, LLC since 2003, and co-owner and principal of Medicare Insurance Consultants, LLC since 2015. He graduated with a BA in History from Atlantic Christian College in 1981, and earned a Certificate in Financial Planning from Florida State University in 2006. Mr. Gholson resides in Tampa, Florida with wife Michele and 2 daughters.

Gary J. Roberts Jr., age 49. As a young entrepreneur attending the University of Alabama, Mr. Roberts started and grew various service-oriented companies. Following college, Mr. Roberts played a key role in developing Transplatinum Plus, an electronic fuel card transfer company in Nashville, Tennessee that was eventually sold to Fleet One. For the next eight years Mr. Roberts served as Vice President and Chief Operating Officer of Perma Crete Resurfacing Products in Nashville, Tennessee from 1993 to 2001 where he expanded the operation nationally with an extensive dealership distribution system as well as running a national retail installation department. In 2001, Gary shifted gears and turned his focus to the Health Insurance industry. He was District Manager with Cornerstone America from 2000 to 2002 while building one of the top teams in the nation. Gary assumed the position of Vice President of the Company's Southeastern Territory in 2003, maintaining that position through the present. During this time, Mr. Roberts has continued to build it into one the nation's largest insurance distribution groups, with his territory ranking in the top two USA every year as well as being ranked as the top territory in the USA one of those years.

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CORPORATE GOVERNANCE

Committees of the Board of Directors

The Board has a standing Audit Committee, Compensation Committee, and Nominating Committee. The Board has determined that the Chairs and all non-employee committee members are independent under applicable NASDAQ, NYSE, and SEC rules for committee memberships. The members of the committees are shown in the table below. The Company's CEO, Mr. Pertile, and Mr. Sample, as an employee of the Company, are considered to be "not independent".

The table below reflects each of the directors and the committee(s) on which they serve. A committee member who is also the chair of that committee is designated as "Chair" rather than as "Member".

Director Name	Audit Committee	Compensation Committee	Nominating Committee	Primary Committee
Richard K. Pertile	—	—	Member	Member
Steven L. Sample	—	Chair	—	—
Danny R. Gibbs	Chair	—	Member	Member
Neil B. Gholson	Member	Member	Chair	—
Gary J. Roberts, Jr.	Member	Member	—	Chair

Audit Committee

The Audit Committee has not yet adopted a written charter. However, the Audit Committee has (i) reviewed and discussed the audited financial statements with management; (ii) discussed with the independent auditors the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees" issued by the Public Company Accounting Oversight Board ("PCAOB"); (iii) received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as may be modified or supplemented; (iv) discussed with the independent accountant the independent accountant's independence; and (v) recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10–K.

The Company believes the Audit Committee should be responsible primarily for assisting the Board in fulfilling its oversight and monitoring responsibility of reviewing the financial information provided to shareholders and others, appointing the independent registered public accounting firm, reviewing the services performed by the Company's independent registered public accounting firm, evaluating the Company's accounting policies and the system of internal controls established by management and the Board, and reviewing significant financial transactions, and will review those functions following the Annual Meeting. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements.

Primary Committee

Following the passing of Dr. Sadler, a director sitting on the board's Primary Committee for administration of its 2012 Stock Incentive Plan, the Company considered his loss to have rendered that committee incomplete and ineffective, and as such it did not consider as having a sitting Primary Committee until the same meeting of the Board of Directors on June 9, 2015. Additionally, in 2014 there was no business for the Primary Committee to review. As such, the Primary Committee did not meet in 2014. Therefore, shareholders were also made to rely on the entire Board of Directors to perform those functions during that period.

The Corporation's Board of Directors determined that it is in the best interests of the Corporation to discontinue its Acacia Diversified Holdings, Inc. 2012 Stock Incentive Plan in its entirety, continuing to honor any shares, options, or warrants heretofore issued under the Plan. The Corporation's Primary Committee continues to have full authority to issue shares, options, and warrants as it deems necessary without the Acacia Diversified Holdings, Inc. 2012 Stock Incentive Plan, and unanimously approved those actions in a meeting of the Board of Directors on June 9, 2015. Those actions were ratified in a Special Meeting of Shareholders of the Corporation by the written consent of more than 50% of the shareholders on June 29, 2015.

Compensation Committee

The Compensation Committee is responsible primarily for reviewing the compensation arrangements for the Company's executive officers, including the CEO, and reviewing the Board's compensation. It is authorized by the Board of Directors to approve compensation arrangements and employment agreements. The only employment agreement currently in place is that of Steven L. Sample, the Company's previous CEO who now serves as an employee and a director. As part of the terms and conditions of the acquisition by the Company of the MariJ Group of Companies on January 15, 2016, Mr. Sample agreed to modifications of his employment agreement that had been ratified by the shareholders of the Company in 2012 and again in 2015, including a reduction in his annual salary, elimination of the annual bonus, elimination of certain benefits, and other changes. The current modified employment agreement expires on December 31, 2019.

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Nominating Committee

The Nominating Committee assists the Board in identifying qualified individuals to become directors and can make recommendations to the Board concerning the size, structure and composition of the Board and its committees. In evaluating potential nominees to the Board, the Nominating Committee considers, among other things, independence, character, ability to exercise sound judgment, demonstrated leadership skills, and experience in the context of the needs of the Board. The Nominating Committee can consider candidates proposed by shareholders and would evaluate them using the same criteria as for other candidates. As a result of changes to the composition of the Board of Directors on January 15, 2016 concomitant with the Asset Purchase Agreement of that same date, the full board by unanimous written consent nominated each of the nominees named in the Proxy Statement for election to the Board of Directors.

During 2015, each member of the Board attended or participated in 100% of the aggregate of (i) the total number of meetings of the Board (held during the period for which such person has been a director) and (ii) the total number of meetings held by each committee of the Board on which such person served (during the periods that such person served), whether telephonically or in person, and whether in meetings or by unanimous written consent in lieu of meetings.

There are no family relationships among the Company’s executive officers and directors.

Board Oversight of Risk Management

The Company believes that evaluating how the executive team manages the various risks confronting the Company is one of its most important areas of oversight. As such, the Company anticipates its Board of Directors will assume this critical responsibility by designating one of its committees with primary responsibility for overseeing enterprise risk management at the upcoming Annual Meeting of Shareholders. In fulfilling its oversight responsibilities with regard to risks inherent in the Company’s business, including the identification, assessment, management, and monitoring of those risks, and risk management decisions, practices and activities of the Company, that Committee may then appoint and/or be assisted by a Risk Oversight Committee consisting of key members of management, currently being the Company’s Chief Executive Officer who also acts as the Company’s Principal Financial Officer.

In accordance with this responsibility, the Company will propose that the assigned committee monitor the Company’s major financial, operational, privacy, security, business continuity, legal and regulatory, and reputational exposures, and review the steps management has taken to monitor and control these exposures. With respect to privacy and data security, that committee’s oversight may include, among other things: (i) review of reports from a Chief Compliance Officer that may be appointed and/or other members of the proposed Risk Oversight Committee; and (ii) review of management’s report on the results of the Company’s annual privacy assessment. The Company will propose that the assigned committee discusses these topics with the full Board at appropriate meetings.

In establishing and reviewing the Company’s executive compensation program, the Compensation Committee will consider whether the program encourages unnecessary or excessive risk-taking. Executives’ base salaries are fixed in amount and thus do not encourage risk-taking. Cash bonuses are currently capped, and if incentive bonuses are implemented, they will be tied to individual and/or overall corporate performance. The Compensation Committee believes that such awards would not encourage unnecessary or excessive risk-taking.

Attendance of Directors at Meetings in Fiscal 2014 and 2015 and at the 2016 Annual Meeting of Shareholders

In 2014 the Company held three meetings of the Board of Directors in the form of unanimous written consents in lieu of meetings. In 2015 the Company held one meeting of the Board of Directors in the form of unanimous written consents in lieu of meetings and held two telephonic meetings on June 9th and December 8th. Texas law allows that the execution of such written consents and any resolutions adopted thereby shall then be consented to, approved of and adopted to the same extent and to have the same force and effect as if adopted at a meeting of the Board of Directors duly called and held for the purpose of acting upon proposals to adopt such resolutions. At each of those meetings, all members of the Board of Directors attended. As such, the Company considers the attendance of its directors at meetings to be 100%.

The Company expects and anticipates all of its directors will attend its 2016 Annual Meeting of Shareholders.

Communications with the Board

Any matter intended for the Board, or for any individual member or members of the Board, should be directed to the Company's Secretary at 13575 58th Street North - #138, Clearwater, FL 33760, with a request to forward the communication to the intended recipient or recipients. In general, any shareholder communication delivered to the Company for forwarding to the Board or specified Board member or members will be forwarded in accordance with the shareholder's instructions. However, the Company reserves the right not to forward to Board members any abusive, threatening or otherwise inappropriate materials.

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EXECUTIVE OFFICERS OF THE COMPANY

The only current executive officer of Acacia is as follows:

Name	Age	Position
Richard K. Pertile	54	President and Chief Executive Officer

Richard K. Pertile. See Mr. Pertile's biographical information included under the section of this Information Statement entitled "Directors" beginning on page 10.

The officer named in the Executive Officer table above has served as an executive officer since January 15, 2016.

The executive officers of Acacia who served in 2015 and prior to the Asset Purchase Agreement of January 15, 2016 were as follows:

Name	Age	Position
Steven L. Sample	68	President and Chief Executive Officer
Patricia Ann Arnold	59	Secretary

Steven L. Sample. See Mr. Sample's biographical information included under the section of this Information Statement entitled "Directors" beginning on page 10.

Patricia Ann Arnold. Ms. Arnold was named Secretary of the Company on February 1, 2007. In 2013, Ms. Arnold joined Hospital Corporation of America (HCA) as a contractor in the Quality Standards section of the Clinical Services Group (CSG), and accepted the position of Executive Assistant to the Chief Health Information Officer in December of that year. From January of 2008 through January of 2013, Ms. Arnold served as Executive Assistant to the Managing Director, Executive Vice President of Operations and Executive Vice President of Development of Lend Lease (US) Public Partnerships LLC (f/k/a Actus Lend Lease). From 2002 through 2007, Ms. Arnold served as a Labor & Employment Paralegal with the law firm of Baker, Donelson, Bearman, Caldwell & Berkowitz; Litigation Paralegal with Stewart Estes and Donell from 1998 to 2002; and, Litigation Paralegal with Manier, Herod, Hollobaugh & Smith, in Nashville, Tennessee. Prior to the Nashville employment, Ms. Arnold was employed in similar positions with law firms in Louisville, Kentucky, since 1984.

All of the officers named in the Executive Officer table above served as executive officers during 2015 and 2014.

All executive officers of Acacia are chosen by the Board of Directors and serve at its discretion.

DIRECTORS COMPENSATION

The following table provides summary information concerning compensation paid or accrued by the Company to or on behalf of the Company's non-employee directors for the year ended December 31, 2015 and 2014 as of the date of this Information Statement:

2015 Director Compensation Table

Name	Fees Earned or	Option Awards	Total

	Paid in Cash ($)	($) (1)	($)
Steven L. Sample	-	-	-
V. Weldon Hewitt	10,000	-	10,000