

Acacia Diversified Holdings, Inc.  
Form PRER14A  
November 24, 2015

PRER 14A Revised Preliminary Proxy Statement

PRER 14A REVISED PRELIMINARY PROXY STATEMENT SCHEDULE 14A

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

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SCHEDULE 14A  
(Rule 14a-101)  
—————

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.     )

Filed by the Registrant   
Registrant "

Filed by a Party other than the

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Acacia Diversified Holdings Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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- “ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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:
  - “ Fee paid previously with preliminary materials.
  - “ 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.

3512 East Silver Springs Boulevard - #243  
Ocala, Florida 34470

NOTICE OF 2016 ANNUAL MEETING OF SHAREHOLDERS

To Be Held on February 5, 2016  
1:00 p.m. Central Standard Time

To the Shareholders of Acacia Diversified Holdings, Inc.:

Notice is hereby given that the Annual Meeting of Shareholders (the "Annual Meeting") of Acacia Diversified Holdings Inc., a Texas corporation ("Acacia" or the "Company"), will be held on Friday, February 5, 2016 at 1:00 p.m. Central Standard Time at the Renaissance Dallas Richardson Hotel, 900 East Lookout Drive, Richardson, TX 75082 for the following purposes, as more fully described in the accompanying Proxy Statement (the "Proxy Statement"):

1. To elect four (4) Directors;
2. To ratify the appointment of KWCO, PC as the Company's independent registered public accounting firm for 2016;
3. To vote on an advisory resolution to approve executive compensation; and,
4. To transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof

Record Date. The Board of Directors has fixed the close of business on December 17, 2015 as the record date for the determination of the holders of Common Stock entitled to receive notice of, to attend, and to vote at the Annual Meeting.

You are cordially invited to attend the Annual Meeting in person. To insure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

By order of the Board of Directors,

/s/ Steven L. Sample

Steven L. Sample  
President, CEO, and Chairman of the Board

Ocala, Florida

December 21, 2015

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE SHAREHOLDER MEETING TO BE HELD ON FEBRUARY 5, 2016:**

The Notice of Internet Availability of Proxy Materials, Notice of Meeting,

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Proxy Statement, and Annual Report on Form 10-K are available free of charge at:  
<https://materials.proxyvote.com/00389L>

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ACACIA DIVERSIFIED HOLDINGS INC.

3512 East Silver Springs Boulevard - #243  
Ocala, Florida 34470

PROXY STATEMENT  
FOR  
2016 ANNUAL MEETING OF SHAREHOLDERS

GENERAL INFORMATION

Forward-Looking Information

This Proxy Statement contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed, or implied, by those forward-looking statements. You can identify forward-looking statements by the use of the words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "may", "will", "should", "could", "predicts", "potential", "proposed", or "continue" or the negative of those terms. These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements due to numerous factors, including, but not limited to, availability of financing for operations, successful performance of operations, impact of competition and other risks detailed below as well as those discussed elsewhere in this Proxy Statement and from time to time in the Company's Securities and Exchange Commission filings and reports. In addition, general economic and market conditions and growth rates could affect such statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Why am I receiving these materials?

Acacia Diversified Holdings, Inc. (the "Company") has made these materials available to you in connection with the Company's solicitation of proxies for use at the 2016 annual meeting of shareholders (the "Annual Meeting") to be held on Friday, February 5, 2016 at 1:00 p.m. Central Standard Time, and at any postponement(s) or adjournment(s) thereof. The Annual Meeting will be held at the Renaissance Dallas Richardson Hotel, 900 East Lookout Drive, Richardson, TX 75082.

You are invited to attend the Annual Meeting and requested to vote on the proposals described in this proxy statement (the "Proxy Statement").

What is included in these proxy materials?

These proxy materials include:

- The Notice of 2016 Annual Meeting of Shareholders;
- This Proxy Statement for the Annual Meeting; and
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