

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

SCHEDULE 14C

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

Check the appropriate box:

- Preliminary Information Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
 Definitive Information Statement

Rocky Mountain High Brands, Inc.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- 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 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
 - 4) Proposed maximum aggregate value of securities:
 - 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:

ROCKY MOUNTAIN HIGH BRANDS, INC.
9101 LBJ Freeway, Suite 200
Dallas, TX 75243

May 4, 2017

On March 14, 2017, the board of directors and holders of a majority of the voting capital stock of Rocky Mountain High Brands, Inc., a Nevada Corporation (the “Company”), acted by written consent in lieu of a special meeting of stockholders to approve an amendment to the Company’s Articles of Incorporation to increase its authorized shares of common stock and its authorized shares of preferred stock. The Company’s Board of Directors fixed March 14, 2017 as the record date (the “Record Date”), for determining the holders of its voting capital stock entitled to notice of these actions and receipt of this Information Statement.

Notice of Internet Availability of this Information Statement is first being mailed on or about May 9, 2017. The actions to be taken pursuant to the written consents dated as of March 14, 2017 shall be taken on or about May 30, 2017, twenty (20) days after the mailing of Notice of Internet Availability of this Information Statement. You are urged to read the Information Statement in its entirety for a full description of the actions approved by the holders of a majority of the Company’s outstanding voting capital stock.

THIS IS NOT A NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS AND NO STOCKHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH IS DESCRIBED HEREIN.

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

By Order of the Board of Directors,

By: /s/ Michael Welch

Name: Michael Welch

Its: President and Chief Executive Officer

**INFORMATION STATEMENT PURSUANT TO SECTION 14
OF THE SECURITIES EXCHANGE ACT OF 1934
AND REGULATION 14C AND SCHEDULE 14C THEREUNDER
NOTICE OF ACTIONS TO BE TAKEN PURSUANT TO THE WRITTEN CONSENT OF STOCKHOLDERS**

To The Stockholders of Rocky Mountain High Brands, Inc.:

NOTICE IS HEREBY GIVEN that the Board of Directors has received approval, pursuant to the written consent of stockholders in lieu of a special meeting, dated March 14, 2017 (the “Written Consent”) to amend the Company’s Articles of Incorporation to: (i) increase the number of authorized shares of common stock from 800,000,000 shares to 950,000,000 shares, and (ii) increase the number of authorized shares of preferred stock from 10,000,000 shares to 20,000,000 shares.

Notice of Internet Availability of this Information Statement is being mailed on or about May 9, 2017. The above action will be taken on or about May 30, 2017, twenty (20) days after the mailing of this Information Statement.

OUTSTANDING SHARES AND VOTING RIGHTS

As of the Record Date, the Company’s authorized capitalization consisted of 800,000,000 shares of common stock, of which 772,235,383 shares were issued and outstanding. Holders of common stock of the Company have no preemptive rights to acquire or subscribe to any of the additional shares of common stock. In addition, as of the Record Date, the Company’s authorized capitalization included 10,000,000 shares of preferred stock. 1,000,000 shares of Series A Preferred Stock was issued and outstanding as of the Record Date. Series A Preferred Stock is the only issued and outstanding class of preferred stock with voting rights.

Each share of common stock entitles its holder to one vote on each matter submitted to the shareholders, and each share of Series A Preferred Stock entitles its holder to 1,200 votes on each matter submitted to the shareholders. However, because shareholders holding at least a majority of the voting rights of all outstanding shares of capital stock as of March 14, 2017 have voted in favor of the foregoing proposal by written consent, and having sufficient voting power to approve such proposal through their ownership of capital stock, no other shareholder consents will be solicited in connection with this Information Statement.

The following shareholders (holding the indicated number of shares) voted in favor of the proposal outlined in this Information Statement:

Shareholder	Class of Stock	Number of Shares	Number of Voting Shares ⁽¹⁾	Percentage of Voting Power
LSW Holdings, LLC	Series A Preferred Stock	1,000,000	1,200,000,000 ⁽²⁾	60.84%

- (1) Holders of Series A Preferred Stock are entitled to vote together with the holders of our common stock on all matters submitted to shareholders at a rate of 1,200 votes for each share held. Holders of Series A Preferred Stock are also entitled, at their option, to convert their shares into shares of our common stock on a 1,200 for 1 basis.
- (2) The voting power of holders of Class B Convertible Preferred Stock was previously 400 votes for each share held. On March 13, 2017, our Board of Directors increased the voting power of holders of Series A Preferred Stock to 1,200 votes for each share held.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the actions described herein will not be implemented until a date at least 20 days after the date on which this Information Statement has been mailed to the shareholders. The Company anticipates that the actions contemplated herein will be effected on or about the close of business on May 30, 2017.

The Company has asked brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the Common Stock held as of the Record Date by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

This Information Statement will serve as written notice to stockholders of the Company pursuant to Section 78.320(2) of the Nevada Revised Statutes.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of the Record Date, certain information known to us with respect to the beneficial ownership of the Company's voting securities by (i) each person who is known by us to own of record or beneficially more than 5% of the outstanding common stock, (ii) each of the Company's directors and executive officers, and (iii) all of the Company's directors and its executive officers as a group.

Title of class	Name and address of beneficial owner ⁽¹⁾	Amount of beneficial ownership	Percent of class ⁽²⁾	Percent of Voting Power ⁽³⁾
Current Executive Officers & Directors:				
Common Stock	Michael R. Welch 10626 Cox Lane Dallas, TX 75229	16,652,219	2.16%	0.84%
Common Stock	Jens R. Mielke 4403 Vandelia St. Dallas, TX 75219	1,869,639	0.24%	0.09%
Common Stock	Charles Smith 479 Medina Dr. Highland Village, TX 75077	11,964,091	1.55%	0.61%
Common Stock	David M. Seeberger 1252 N. Selva Dallas, TX 75218	14,867,711	1.93%	0.75%
Common Stock	Winton Morrison 277 Driftwood Rd., SE St. Petersburg, FL 33705	9,629,000	1.25%	0.49%
Common Stock	Jerry Grisaffi 1115 Shores Blvd. Rockwall, TX 75087	15,350,722	1.99%	0.78%
Common Stock	Lily Li 4858 Route 32 Catskill, NY 12414	16,000,000	2.07%	0.81%
Common Stock Total of All Current Directors and Officers:		86,333,382	11.19%	4.37%
More than 5% Beneficial Owners				
Series A Preferred Stock	LSW Holdings, LLC ⁽⁴⁾	1,200,000,000	100%	60.84%

⁽¹⁾ As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date.

⁽²⁾ Based on 772,235,383 shares of common stock issued and outstanding as of March 14, 2017.

⁽³⁾ Based on a total of 1,972,235,383 possible votes, consisting of: (i) 772,235,383 shares of common stock issued and outstanding as

of March 14, 2017; and (ii) 1,000,000 shares of Series A Preferred Stock, which are convertible at the option of the holder into 1,200,000,000 shares of common stock and which are entitled to vote together with the holders of our common stock on all matters submitted to shareholders at a rate of 1,200 votes for each share held.

⁽⁴⁾ Lily Li is the Managing Member of LSW Holdings, LLC, and, in that capacity, she has the authority to direct voting and investment decisions with regard to its shares of capital stock.

**AMENDMENT TO THE ARTICLES OF INCORPORATION
INCREASE IN AUTHORIZED SHARES OF COMMON STOCK**

The Board of Directors and stockholders of the Company have approved an increase in the number of the Company's authorized shares of common stock from 800,000,000 shares to 950,000,000 shares, and an increase in the number of authorized shares of preferred stock from 10,000,000 shares to 20,000,000 shares, by means of an amendment to the Company's Articles of Incorporation.

The terms of the additional shares of common stock will be identical to those of the currently outstanding shares of common stock. However, because the holders of common stock do not have preemptive rights to purchase or subscribe for any new issuances of common stock, the authorization and subsequent issuance of additional shares of common stock will reduce the current stockholders' percentage ownership interest in the total outstanding shares of common stock. This amendment and the creation of additional shares of authorized common stock will not alter current stockholders' relative rights and limitations.

Our articles of incorporation authorize our Board of Directors to issue a class of preferred stock commonly known as a "blank check" preferred stock. Specifically, the preferred stock may be issued from time to time by the board of directors as shares of one (1) or more classes or series. Our Board of Directors, subject to the provisions of our Articles of Incorporation and limitations imposed by law, is authorized to adopt resolutions; to issue the shares; to fix the number of shares; to change the number of shares constituting any series; and to provide for or change the following: the voting powers; designations; preferences; and relative, participating, optional or other special rights, qualifications, limitations or restrictions, including the following: dividend rights, including whether dividends are cumulative; dividend rates; terms of redemption, including sinking fund provisions; redemption prices; conversion rights and liquidation preferences of the shares constituting any class or series of the preferred stock.

In each such case, we will not need any further action or vote by our shareholders. One of the effects of undesignated preferred stock may be to enable the Board of Directors to render more difficult or to discourage an attempt to obtain control of us by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of our management. The issuance of shares of preferred stock pursuant to the Board of Director's authority described above may adversely affect the rights of holders of common stock. For example, preferred stock issued by us may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock. Accordingly, the issuance of shares of preferred stock may discourage bids for the common stock at a premium or may otherwise adversely affect the market price of the common stock.

The Articles of Amendment to the Company's Articles of Incorporation that reflects the increase in the authorized common stock and authorized preferred stock is attached hereto as Exhibit A. The increase in the authorized common stock will become effective upon the filing of the Articles of Amendment with the Secretary of State of the State of Nevada, which is expected to occur as soon as is reasonably practicable on or after the twentieth (20th) day following the mailing of this Information Statement to the Company's stockholders.

Reason for Increase

In order to permit us to raise capital or issue our common stock for other business purposes, we need to increase the number of shares of our common stock and preferred authorized for issuance under our Articles of Incorporation. As a result of the increase in authorized common stock and preferred stock, the Company will be able to issue shares from time to time as may be required for proper business purposes, such as raising additional capital for ongoing operations, establishing strategic relationships with corporate partners, acquiring or investing in complementary businesses or products, providing equity incentives to employees, and effecting stock splits or stock dividends. Currently, the Company has no such plans or agreements.

Effects of Increase

In general, the issuance of any new shares of common stock will cause immediate dilution to the Company's existing stockholders, may affect the amount of any dividends paid to such stockholders and may reduce the share of the proceeds of the Company that they would receive upon liquidation of the Company. Another effect of increasing the Company's authorized common stock may be to enable the Board of Directors to render it more difficult to, or discourage an attempt to, obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of present management. The Board of Directors would, unless prohibited by applicable law, have additional shares of common stock available to effect transactions (such as private placements) in which the number of the Company's outstanding shares would be increased and would thereby dilute the interest of any party attempting to gain control of the Company, even if such party is offering a significant premium over the current market price of the common stock. Such an issuance of shares of common stock would increase the number of outstanding shares, thereby possibly diluting the interest of a party attempting to obtain control of the Company. The Board of Directors is not aware of any attempt, or contemplated attempt, to acquire control of the Company, and this resolution was not presented with the intent that the increase in the Company's authorized common stock be utilized as an anti-takeover measure.

In addition, the issuance of shares of additional classes or series preferred stock pursuant to the board of director's authority may also adversely affect the rights of holders of common stock. For example, preferred stock issued by us may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock.

Vote Required

The affirmative vote of the holders of a majority of the outstanding shares of the voting capital stock of the company is required for the approval of the increase in the number of shares of the authorized common stock and authorized preferred stock. On the Record Date, the increase from 800,000,000 shares to 950,000,000 shares of authorized common stock, and the increase from 10,000,000 to 20,000,000 shares of authorized preferred stock, was approved by the holders of approximately 60.84% of the voting power.

No Dissenters' Right of Appraisal

Neither Nevada law nor our Articles of Incorporation provides our shareholders with dissenters' rights in connection with the amendment to our Articles. This means that no shareholder is entitled to receive any cash or other payment as a result of, or in connection with the amendment to our Articles of Incorporation, even if a shareholder has not been given an opportunity to vote.

Interests of Certain Persons in or Opposition to Matters to be Acted Upon

No persons have any substantial interest in the increase in our authorized shares of common stock and preferred stock.

Forward-Looking Statements and Information

This Information Statement includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. You can identify our forward-looking statements by the words "expects," "projects," "believes," "anticipates," "intends," "plans," "predicts," "estimates" and similar expressions.

The forward-looking statements are based on management's current expectations, estimates and projections about us. The Company cautions you that these statements are not guarantees of future performance and involve risks, uncertainties and assumptions that we cannot predict. In addition, the Company has based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, actual outcomes and results may differ materially from what the Company has expressed or forecast in the forward-looking statements.

You should rely only on the information the Company has provided in this Information Statement. The Company has not authorized any person to provide information other than that provided herein. The Company has not authorized anyone to provide you with different information. You should not assume that the information in this Information Statement is accurate as of any date other than the date on the front of the document.

ADDITIONAL INFORMATION

The Company will provide upon request and without charge to each shareholder receiving this Information Statement a copy of the Company's annual report on Form 10-K for the fiscal year ended June 30, 2016, including the financial statements and financial statement schedule information included therein, as filed with the SEC. Reports and other information filed by us can be inspected and copied at the public reference facilities maintained at the SEC at 100 F Street, N.E., Washington, DC 20549. Copies of such material can be obtained upon written request addressed to the Commission, Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. The SEC maintains a web site on the Internet (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC through the Electronic Data Gathering, Analysis and Retrieval System.

EXHIBIT INDEX

Exhibit A Form of Articles of Amendment to the Articles of Incorporation

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommended approval of the Amendment to the Articles of Incorporation to the shareholders holding majority of the voting power.

By Order of the Board of Directors,

By: /s/ Michael Welch

Name: Michael Welch, President and CEO

EXHIBIT A

BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

USE BLACK INK ONLY-DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390—After Issuance of Stock)**

1. Name of corporation:

Rocky Mountain High Brands, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article V of the Articles of Incorporation are amended such that the Corporation's authorized capital stock now consists of the following:

Common Stock, par value \$0.001 per share – 950,000,000 shares

Preferred Stock, par value \$0.001 per share – 20,000,000 shares

All other terms of Article V of the Articles of Incorporation remain unchanged

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

60.84%

4. Effective date of filing (optional):

5. Signatures (required)

X /s/ Michael Welch

Signature of Officer

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.