

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>GALVIN ROBERT R</u>  (Last) (First) (Middle) <u>C/O IANTHUS CAPITAL HOLDINGS, INC.</u> <u>420 LEXINGTON AVENUE, SUITE 414</u>  (Street) <u>NEW YORK NY 10170</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IANTHUS CAPITAL HOLDINGS, INC. [</u> <u>ITHUF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)  <u>Interim CEO and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/26/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

## 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			

## 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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	07/26/2022		A		35,448,102		(2)	(2)	Common Stock	35,448,102	\$0.00	35,448,102	D	
Option (right to buy)	\$0.051	09/21/2022		A		3,938,678		(3)	09/21/2032	Common Stock	3,938,678	\$0.00	3,938,678	D	

## Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock following vesting.
- The restricted stock units were granted pursuant to the Issuer's Amended and Restated Omnibus Equity Incentive Plan dated October 15, 2018 (the "Plan"). At the time of grant, two-thirds of the RSUs were vested. The balance of the RSUs will vest on July 10, 2023, subject to the Reporting Person's continued service with the Issuer.
- The options were granted pursuant to the Plan. The options will vest in three equal annual installments with the first installment commencing on first anniversary of the date of grant.

## Remarks:

/s/ Julius Kalcevich as Attorney-  
In-Fact for Robert R. Galvin 09/23/2022

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.