

---

---

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

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 12, 2023**

---

**iAnthus Capital Holdings, Inc.**

(Exact name of Registrant as Specified in Its Charter)

---

**British Columbia**  
(State or Other Jurisdiction  
of Incorporation)

**000-56228**  
(Commission File Number)

**98-1360810**  
(IRS Employer  
Identification No.)

**214 King Street West  
Suite 314  
Toronto, Ontario**  
(Address of Principal Executive Offices)

**M5H 3S6**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (646) 518-9418**

(Former Name or Former Address, if Changed Since Last Report)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 8.01 Other Events.**

On December 22, 2023, iAnthus Capital Holdings, Inc. (the “Company”) issued a press release announcing that the Company settled the litigation filed by Hi-Med, LLC (“Hi-Med”) in the U.S. District Court for the Southern District of New York (the “Court”). Effective as of December 12, 2023, the Company and Hi-Med entered into a settlement agreement (the “Settlement Agreement”), which provides for, among other things, the issuance of 20,000,000 shares of the Company’s common stock, no par value per share. The Settlement Agreement also requires Hi-Med to make applicable filings to the Court to dismiss Hi-Med’s claim with prejudice.

A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated December 22, 2023</a>
104	Inline XBRL for the cover page of this Current Report on Form 8-K

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**IANTHUS CAPITAL HOLDINGS, INC.**

Date: December 28, 2023

By: /s/ Richard Proud  
Richard Proud  
Chief Executive Officer

---



# iAnthus

## **iAnthus Provides Update to Litigation Claim**

NEW YORK, NY and TORONTO, ON – December 22, 2023 – iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQB: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, provides an update to its news release dated June 3, 2020 disclosing the complaint filed by Hi-Med LLC (“Hi-Med”), the former holder of an unsecured debenture of the Company in the principal amount of US\$5 million (the “Unsecured Debenture”), in the U.S. District Court for the Southern District of New York. Hi-Med sought damages and other remedies against iAnthus for, among other things, alleged breaches of the Unsecured Debenture and the related Debenture Purchase Agreement. Effective on December 12, 2023, iAnthus and Hi-Med settled the litigation pursuant to a settlement agreement on terms that provide for, among other things, the issuance of 20,000,000 shares of the Company’s common stock, no par value per share (the “Shares”) to Hi-Med. Further to the settlement agreement, applicable filings are to be made in the U.S. District Court for the Southern District of New York to dismiss Hi-Med’s claim with prejudice.

The settlement agreement contains no admission of wrongdoing by the Company or any of its current or former directors and officers, nor are the Company or any of its current or former directors and officers acknowledging any liability, wrongdoing or breaches of contract by entering into the settlement agreement.

The Shares will be issued pursuant to a prospectus and registration exemption under Canadian securities law and will be subject to a Canadian holding period expiring four months and a day from the date of issuance.

The Shares have not been, nor will they be, registered under the United States Securities Act of 1933 (the “Act”), as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration under the Act or an applicable exemption from the registration requirements thereof. This news release will not constitute an offer to sell or the solicitation of an offer to buy the Shares or any other securities, nor will there be any sale by the Company of any such securities in any State in which such offer, solicitation or sale would be unlawful.

### **About iAnthus**

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit [www.iAnthus.com](http://www.iAnthus.com).

### **Forward Looking Statements**

Statements in this news release contain forward-looking statements. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Company’s reports that it files from time to time with the SEC and the Canadian securities regulators which you should review including, but not limited to, the Company’s Annual Report on Form 10-K filed with the SEC. When used in this news release, words such as “will,” “could,” “plan,” “estimate,” “expect,” “intend,” “may,” “potential,” “believe,” “should” and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company’s financial performance, business development and results of operations and the nomination and appointment of a replacement/successor director to the Board.

---

--

These forward-looking statements should not be relied upon as predictions of future events, and the Company cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by the Company or any other person that it will achieve its objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this news release or to reflect the occurrence of unanticipated events, except as required by law.

**Neither the Canadian Securities Exchange nor the United States Securities and Exchange Commission has reviewed, approved or disapproved the content of this news release.**

Corporate/Media/Investors:  
Philippe Faraut, Chief Financial Officer  
iAnthus Capital Holdings, Inc.  
1-646-518-9418  
investors@ianthuscapital.com

---

