
**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): March 29, 2024

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:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|----------------------|---|
| 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 29, 2024, Mr. Philippe Faraut resigned as Chief Financial Officer of iAnthus Capital Holdings, Inc. (the “Company”) as well as all positions with the Company’s subsidiaries and its affiliates, effective as of April 5, 2024 (the “Resignation Date”). Mr. Faraut will continue to serve the Company in a consulting role for a period of one month following the Resignation Date.

The Company has appointed Justin Vu to serve as Interim Chief Financial Officer of the Company, effective as of the Resignation Date. Mr. Vu joined iAnthus in early 2023 as Senior Vice President of Finance. Prior to joining iAnthus, Mr. Vu was a financial consultant from May 2021 to May 2023 and from January 2012 to February 2021 worked in various senior finance and accounting roles with a large US-based media and entertainment company. The Company has initiated a comprehensive search for a permanent Chief Financial Officer, which will focus on identifying an individual with a strong financial background, a strategic mindset to drive iAnthus’ strategy forward and a commitment to the growth and progression of the Company.

There are no family relationships between Mr. Vu and any of our directors or executive officers. There are no related party transactions involving Mr. Vu that are reportable under Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On March 29, 2024, the Company issued a press release announcing Mr. Faraut's resignation. A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release dated March 29, 2024 |
| 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: April 4, 2024

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

iAnthus

iAnthus Provides Update on Executive Team

NEW YORK, NY and TORONTO, ON – March 29, 2024 – 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, announces that Philippe Faraut will resign as Chief Financial Officer of the Company as well as all positions with the Company’s subsidiaries and its affiliates, effective as of April 5, 2024 (the “Resignation Date”). Mr. Faraut has served as the Company’s Chief Financial Officer since November 2022.

“On behalf of the Company, we would like to thank Philippe for his contributions and commitment to iAnthus since 2022,” said Mich Mathews-Spradlin, Chairwoman of the Board. “We wish him the best in all his future endeavors.”

Mr. Faraut will continue to serve the Company in a consulting role for a period of one month following the Resignation Date. The Company has appointed Justin Vu to serve as Interim Chief Financial Officer of the Company, effective as of the Resignation Date. Mr. Vu joined iAnthus in early 2023 as Senior Vice President of Finance. Prior to joining iAnthus, Mr. Vu was a financial consultant and worked in various senior finance and accounting roles with a large US-based media and entertainment company. The Company has initiated a comprehensive search for a permanent Chief Financial Officer, which will focus on identifying an individual with a strong financial background, a strategic mindset to drive iAnthus’ strategy forward and a commitment to the growth and progression of the Company.

About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit www.iAnthus.com.

Forward-Looking Statements

Statements in this news release may 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 the 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 changes to the composition of the Company’s management.

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 or the SEC have reviewed, approved or disapproved the content of this news release.

CONTACT INFORMATION

Corporate/Media/Investors:

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