
**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): April 21, 2023

IANTHUS CAPITAL HOLDINGS, INC.

(Name of registrant in its charter)

British Columbia, Canada
(State or jurisdiction
of incorporation or organization)

000-56228
(Commission
File Number)

98-1360810
(IRS Employer
Identification No.)

420 Lexington Avenue, Suite 414
New York, NY 10170
(Address of principal executive offices)

(646) 518-9418
(Registrant's telephone number, including area code)

N/A
(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 (See General Instructions A.2 below):

- 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 April 20, 2023, John Paterson was appointed to the board of directors (the “Board”) of iAnthus Capital Holdings, Inc. (the “Company”), as well as to the Audit Committee of the Board (the “Audit Committee”). Pursuant to the Investor Rights Agreement dated June 24, 2022 by and among the Company, iAnthus Capital Management, LLC, a wholly-owned subsidiary of the Company, and certain Investors (as defined therein), Mr. Paterson was nominated as a replacement director for Marco D’Attanasio by the Investor that initially nominated Mr. D’Attanasio. As previously disclosed, Mr. D’Attanasio resigned from the Board, effective September 15, 2022.

Item 8.01 Other Events.

On April 21, 2023, the Company issued a news release announcing the appointment of John Paterson as a member of the Board and of the Audit Committee. A copy of the news 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

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | News release dated April 21, 2023 |
| 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 21, 2023

By: /s/ Robert Galvin
Robert Galvin
Interim Chief Executive Officer

April 21, 2023

**iAnthus Announces Appointment of Director**

NEW YORK and TORONTO, April 21, 2023 /PRNewswire/ - iAnthus Capital Holdings, Inc. (“**iAnthus**” or the “**Company**”) (CSE: IAN) (OTCPK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, announces that John Paterson has been appointed to the board of directors of the Company (the “**Board**”) and the Audit Committee of the Board, effective April 20, 2023.

Mr. Paterson is currently owner and member of the board of one of Canada’s largest privately owned diagnostic imaging companies. Mr. Paterson began his professional career as a commercial lawyer in Toronto and Singapore, before transitioning into the finance industry where he was employed by a Wall Street-based investment bank as an executive in its principal finance and credit businesses in the United Kingdom, Brazil and various countries throughout Asia. Following his tenure with the Wall Street investment bank, Mr. Paterson worked in an advisory role to a prominent bank in Canada as well as to a large pension fund. Mr. Paterson has extensive experience in business and financial restructurings, mergers and acquisitions, corporate financings and business strategy and has been advising on restructuring and direct investment transactions in the cannabis industry in the United States since 2019.

Pursuant to the Investor Rights Agreement, dated June 24, 2022, by and among the Company, iAnthus Capital Management, LLC, a wholly-owned subsidiary of the Company, and certain Investors (as defined therein), Mr. Paterson was nominated as a replacement director for Marco D’Attanasio by the Investor that initially nominated Mr. D’Attanasio. As previously disclosed, Mr. D’Attanasio resigned from the Board, effective September 15, 2022. A copy of the Investor Rights Agreement is available on the Company’s SEDAR profile at www.sedar.com and the U.S. Securities and Exchange Commission’s (“SEC’s”) website at www.sec.gov.

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.

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

View original content to download multimedia <https://www.prnewswire.com/news-releases/ianthus-announces-appointment-of-director-301803935.html>

SOURCE iAnthus Capital Holdings, Inc.