
**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): June 25, 2026

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 400
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 5.07 Submission of Matters to a Vote of Security Holders.

On June 25, 2026, iAnthus Capital Holdings, Inc. (the “Company”) held its 2026 annual general meeting of shareholders (the “Annual Meeting”). As at May 6, 2026, the record date for the Annual Meeting, there were 6,972,551,786 common shares outstanding and entitled to notice of and to vote at the Annual Meeting. A total of 3,812,342,744 common shares, constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting, as set forth in the Company’s Definitive Proxy Statement, filed with the Securities and Exchange Commission on May 19, 2026, are as follows:

Proposal 1. At the Annual Meeting, the Company’s shareholders voted to elect the following individuals as directors of the Company until the next annual meeting of shareholders at which election of directors is considered, or until his or her successor is duly elected or appointed. The results of the vote to elect the five director nominees were as follows:

Directors	For	Against	Abstentions	Broker Non-Votes
Scott Cohen	3,752,278,915	0	1,611,188	58,452,641
Michelle Mathews-Spradlin	3,752,245,405	0	1,644,698	58,452,641
Kenneth W. Gilbert	3,752,426,737	0	1,463,366	58,452,641
Alexander Shoghi	3,752,216,139	0	1,673,964	58,452,641
Richard Proud	3,752,142,785	0	1,747,381	58,452,641

Proposal 2. At the Annual Meeting, the Company’s shareholders approved to re-appoint PKF O’Connor Davies, LLP (“PKF”), Chartered Professional Accountants, as auditor of the Company for the fiscal year ending December 31, 2026 and to authorize the directors to fix their remuneration. The results of the vote to re-appoint PKF were as follows:

For	Against	Abstain	Broker Non-Votes
3,810,688,656	0	1,654,088	0

Item 8.01 Other Events.

On June 25, 2026, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1, which is incorporated herein by reference.

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: July 1, 2026

By: /s/ Richard Proud

Richard Proud
Chief Executive Officer

iAnthus

iAnthus Announces Results from Annual General Meeting

NEW YORK, NY and TORONTO, ON – June 25, 2026 – iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCID: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, is pleased to report the results for the Annual General Meeting of Shareholders of iAnthus held on Thursday, June 25, 2026 at 12:00 p.m. (Eastern Time).

All matters put forward before the iAnthus shareholders (the “Shareholders”) for consideration and approval as set out in the Proxy Statement dated May 8, 2026, were approved by the Shareholders. Specifically, the Shareholders: (i) approved the election of Scott Cohen, Kenneth W. Gilbert, Michelle Mathews-Spradlin, Richard Proud and Alexander Shoghi as directors of the Company; and (ii) approved the appointment of PKF O'Connor Davies, LLP as auditors of the Company.

About iAnthus

iAnthus is a vertically integrated cannabis company on a mission to build premium brands through a network of cultivation, production, and retail operations across the United States. Backed by a leadership team with deep expertise in cultivation, operations, and capital markets, the company strategically leverages acquisition-driven growth and access to capital to create long-term competitive advantage. iAnthus’ brand portfolio includes: MPX, Anthologie, Black Label, Cheetah, Frütful, Last Resort, Moodz, Sunshine State, and The Vault. 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 Securities and Exchange Commission (“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.

Contact Information

Corporate/Media/Investors:

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