

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Gotham Green Partners LLC			2. Date of Event Requiring Statement (Month/Day/Year) 02/08/2021		3. Issuer Name and Ticker or Trading Symbol iANTHUS CAPITAL HOLDINGS, INC. [ITHUF]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year)	
1437 4TH STREET					6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)			Table I - Non-Derivative Securities Beneficially Owned			
SANTA MONICA, CA 90401						
(City)	(State)	(Zip)				

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	2,762,646	I <sup>(1)</sup>	By Gotham Green Credit Partners SPV 1, L.P. See footnote 1.
Common Shares	1,082,759	I	By Gotham Green Fund 1 (Q), L.P. See footnote 1.
Common Shares	270,646	I	By Gotham Green Fund 1, L.P. See footnote 1.

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

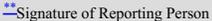
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Debenture	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	9,533,773 <sup>(4)</sup>	\$ 3.08	I	By Gotham Green Credit Partners SPV 1, L.P. See footnote 1.
Convertible Debenture	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	3,115,360 <sup>(4)</sup>	\$ 3.08	I	By Gotham Green Fund 1 (Q), L.P. See footnote 1.
Convertible Debenture	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	778,717 <sup>(4)</sup>	\$ 3.08	I	By Gotham Green Fund 1, L.P. See footnote 1.
Convertible Debenture	<sup>(2)</sup>	05/14/2022 <sup>(3)</sup>	Common Shares	10,649,528 <sup>(4)</sup>	\$ 1.6104	I	By Gotham Green Partners SPV V, L.P. See footnote 1.
Convertible Warrant	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	4,735,964	\$ 3.6	I	By Gotham Green Credit Partners SPV 1, L.P. See footnote 1.
Convertible Warrant	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	1,547,575	\$ 3.6	I	By Gotham Green Fund 1 (Q), L.P. See footnote 1.
Convertible Warrant	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	386,833	\$ 3.6	I	By Gotham Green Fund 1, L.P. See footnote 1.
Note	<sup>(2)</sup>	05/14/2021 <sup>(3)</sup>	Common Shares	4,232,937 <sup>(4)</sup>	\$ 1.89	I	By Gotham Green Fund 1 (Q), L.P. See footnote 1.

Note	(2)	05/14/2021(3)	Common Shares	1,058,069 (4)	\$ 1.89	I	By Gotham Green Fund I, L.P. See footnote 1.
Note	(2)	05/14/2021(3)	Common Shares	4,515,185 (4)	\$ 1.89	I	By Gotham Green Fund II (Q), L.P. See footnote 1.
Note	(2)	05/14/2021(3)	Common Shares	775,820 (4)	\$ 1.89	I	By Gotham Green Fund II, L.P. See footnote 1.
Tranche B Warrant	(2)	09/30/2022(3)	Common Shares	2,030,520	\$ 1.97	I	By Gotham Green Fund I (Q), L.P. See footnote 1.
Tranche B Warrant	(2)	09/30/2022(3)	Common Shares	507,551	\$ 1.97	I	By Gotham Green Fund I, L.P. See footnote 1.
Tranche B Warrant	(2)	09/30/2022(3)	Common Shares	2,165,914	\$ 1.97	I	By Gotham Green Fund II (Q), L.P. See footnote 1.
Tranche B Warrant	(2)	09/30/2022(3)	Common Shares	372,157	\$ 1.97	I	By Gotham Green Fund II, L.P. See footnote 1.
Warrant	(2)	05/14/2021(3)	Common Shares	2,762,646	\$ 3.86	I	By Gotham Green Credit Partners SPV 1, L.P. See footnote 1.
Warrant	(2)	05/14/2021(3)	Common Shares	902,753	\$ 3.86	I	By Gotham Green Fund I (Q), L.P. See footnote 1.
Warrant	(2)	05/14/2021(3)	Common Shares	225,652	\$ 3.86	I	By Gotham Green Fund I, L.P. See footnote 1.
Warrant	(2)	12/22/2022(3)	Common Shares	5,120,097	\$ 1.6748	I	By Gotham Green Partners SPV V, L.P. See footnote 1.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gotham Green Partners LLC 1437 4TH STREET SANTA MONICA, CA 90401		X		

## Signatures

/s/ Jason Adler, Managing Member	02/08/2021
	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Gotham Green Partners, LLC is the SEC registered investment adviser to the Gotham funds. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1, L.P. and Gotham Green Fund 1 (Q) L.P. Gotham Green GP II, LLC is the general partner of Gotham Green Fund II, L.P. and Gotham Green Fund II (Q), L.P. Gotham Green Credit Partners GP 1, LLC is the general partner of Gotham Green Credit Partners SPV 1, L.P. Gotham Green Partners SPV V GP, LLC is the general partners of Gotham Green Partners SPV V, L.P.

(2) Currently exercisable.

(3) Maturity or expiration date, as applicable, may be extended by Issuer for an additional 12 months. As a result of an event of default on the debenture or note, the maturity date has been accelerated.

(4) Represents the number of shares that may be issued upon exercise of an Exchange Warrant, which effects the exchange of the principal amount of the debenture or note for common shares. The debenture or note carries an interest rate of 13% per annum and a 16% default rate. Accrued interest and fees may also be converted into common shares at the holder's option.

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

