

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Gotham Green Partners LLC</u>  (Last) (First) (Middle) <u>1437 4TH STREET</u>  (Street) <u>SANTA MONICA CA 90401</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>iANTHUS CAPITAL HOLDINGS, INC. [ ITHUF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/26/2024		J <sup>(1)</sup>		4,500,467	A	(2)	61,824,757	I <sup>(3)</sup>	By Gotham Green Fund II, L.P.
Common Shares	02/26/2024		J <sup>(1)</sup>		26,156,669	A	(2)	359,610,209	I <sup>(4)</sup>	By Gotham Green Fund II (Q), L.P.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Shares were issued as payment of a fee in connection with an amendment, dated February 20, 2024 (the "Amendment"), to secured bridge notes originally issued by a wholly-owned subsidiary of Issuer on February 2, 2021.
- Shares were issued based on a price per share equal to the volume-weighted average trading price of the Common Shares on the Canadian Securities Exchange for the 20 consecutive trading days immediately prior to the date of the Amendment.
- Gotham Green Partners, LLC, of which Jason Adler is the managing member, is the SEC registered investment adviser to the Gotham funds, including Gotham Green Fund II, L.P. and Gotham Green Fund II (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. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of any pecuniary interest therein.
- See footnote 3.

**Remarks:**

/s/ Jason Adler 02/28/2024  
 \*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.